

FIRST COMMUNITY CORP /SC/  
Form 10-Q  
August 14, 2009  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

- Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended June 30, 2009**
- Transition report pursuant to Section 13 or 15(d) of the Exchange Act for the transition period from to**

Commission File No. 000-28344

**FIRST COMMUNITY CORPORATION**

(Exact name of registrant as specified in its charter)

**South Carolina**  
(State of Incorporation)

**57-1010751**  
(I.R.S. Employer Identification)

**5455 Sunset Boulevard, Lexington, South Carolina 29072**

(Address of Principal Executive Offices)

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(803) 951-2265

(Registrant's Telephone Number, Including Area Code)

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: **On August 11, 2009, 3,243,301 shares of the issuer's common stock, par value \$1.00 per share, were issued and outstanding.**

Table of Contents

**TABLE OF CONTENTS**

**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

Consolidated Balance Sheets

Consolidated Statements of Income

Consolidated Statements of Changes in Shareholders' Equity and Comprehensive Income (Loss)

Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

**Item 4. Controls and Procedures**

**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings**

**Item 1A. Risk Factors**

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

**Item 3. Defaults Upon Senior Securities**

**Item 4. Submission of Matters to a Vote of Security Holders**

**Item 5. Other Information**

**Item 6. Exhibits**

**INDEX TO EXHIBITS**

**SIGNATURES**

**EX-31.1 RULE 13A-14(A) CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER**

**EX-31.2 RULE 13A-14(A) CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER**

**EX-32 SECTION 1350 CERTIFICATIONS**

Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****FIRST COMMUNITY CORPORATION****CONSOLIDATED BALANCE SHEETS**

| (Dollars in thousands, except par value)   | June 30, 2009<br>(Unaudited) | December 31,<br>2008 |
|--|------------------------------|----------------------|
| <b>ASSETS</b>  |                              |                      |
| Cash and due from banks  | \$ 7,637                     | \$ 8,722             |
| Interest-bearing bank balances   | 21,208                       | 667                  |
| Federal funds sold and securities purchased under agreements to resell   | 3,049                        | 2,978                |
| Investment securities - available for sale   | 145,407                      | 155,378              |
| Investment securities - held to maturity (market value of \$49,463 and \$63,379 at June 30, 2009 and December 31, 2008, respectively)                    | 61,418                       | 69,482               |
| Trading securities   | 2,108                        | 2,505                |
| Other investments, at cost   | 7,904                        | 7,710                |
| Loans  | 331,761                      | 332,964              |
| Less, allowance for loan losses  | 4,147                        | 4,581                |
| Net loans  | 327,614                      | 328,383              |
| Property, furniture and equipment - net  | 19,194                       | 19,378               |
| Bank owned life insurance  | 10,421                       | 10,239               |
| Goodwill   | 27,761                       | 27,761               |
| Intangible assets  | 1,812                        | 2,123                |
| Other assets   | 15,146                       | 14,907               |
| Total assets   | \$ 650,679                   | \$ 650,233           |
| <b>LIABILITIES</b>   |                              |                      |
| Deposits:  |                              |                      |
| Non-interest bearing demand  | \$ 67,491                    | \$ 65,751            |
| NOW and money market accounts  | 95,466                       | 94,256               |
| Savings  | 24,224                       | 22,461               |
| Time deposits less than \$100,000  | 159,941                      | 155,319              |
| Time deposits \$100,000 and over   | 86,524                       | 86,011               |
| Total deposits   | 433,646                      | 423,798              |
| Securities sold under agreements to repurchase   | 25,220                       | 28,151               |
| Federal Home Loan Bank advances  | 99,839                       | 105,954              |
| Federal Home Loan Bank advances, at fair value   | 2,576                        | 2,582                |
| Junior subordinated debt   | 15,464                       | 15,464               |
| Other borrowed money   | 126                          | 152                  |
| Other liabilities  | 6,463                        | 5,976                |
| Total liabilities  | 583,334                      | 582,077              |
| <b>SHAREHOLDERS EQUITY</b>   |                              |                      |
| Preferred stock, par value \$1.00 per share, 10,000,000 shares authorized; 11,350 issued and outstanding   | 10,895                       | 10,850               |
| Common stock, par value \$1.00 per share; 10,000,000 shares authorized; issued and outstanding 3,243,301 at June 30, 2009 3,227,039 at December 31, 2008 | 3,243                        | 3,227                |
| Common stock warrants issued   | 509                          | 509                  |
| Nonvested restricted stock   | (133)                        | (186)                |
| Additional paid in capital   | 48,825                       | 48,732               |

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|   |    |         |    |         |
|---|----|---------|----|---------|
| Retained earnings                             |    | 6,404   |    | 6,263   |
| Accumulated other comprehensive income (loss) |    | (2,398) |    | (1,239) |
| Total shareholders' equity                    |    | 67,345  |    | 68,156  |
| Total liabilities and shareholders' equity    | \$ | 650,679 | \$ | 650,233 |

Table of Contents

**FIRST COMMUNITY CORPORATION**  
**CONSOLIDATED STATEMENTS OF INCOME (LOSS)**

| (Dollars in thousands, except per share)                             | Six<br>Months Ended<br>June 30,<br>2009<br>(Unaudited) | Six<br>Months Ended<br>June 30,<br>2008<br>(Unaudited) |
|--|--|--|
| <b>Interest income:</b>  |  |  |
| Loans, including fees  | \$ 9,927   | \$ 10,927  |
| Taxable securities   | 5,440  | 5,036  |
| Non taxable securities   | 168  | 207  |
| Federal funds sold and securities purchased under resale agreements  | 28   | 151  |
| Other  | 18   | 17   |
| Total interest income  | 15,581   | 16,338   |
| <b>Interest expense:</b>   |  |  |
| Deposits   | 4,704  | 5,741  |
| Federal funds sold and securities sold under agreement to repurchase | 55   | 226  |
| Other borrowed money   | 2,190  | 1,897  |
| Total interest expense   | 6,949  | 7,864  |
| <b>Net interest income</b>   | <b>8,632</b>   | <b>8,474</b>   |
| Provision for loan losses  | 1,392  | 364  |
| Net interest income after provision for loan losses                  | 7,240  | 8,110  |
| <b>Non-interest income:</b>  |  |  |
| Deposit service charges  | 1,132  | 1,321  |
| Mortgage origination fees  | 463  | 330  |
| Commission on sale of non deposit investment products                | 252  | 158  |
| Gain (loss) on sale of securities                                    | 363  | (28)   |
| Fair value gain (loss) adjustments                                   | 251  | 173  |
| Other-than-temporary-impairment write-down on securities             | (742)  | (6,162)  |
| Other  | 831  | 729  |
| Total non-interest income  | 2,550  | (3,479)  |
| <b>Non-interest expense:</b>   |  |  |
| Salaries and employee benefits                                       | 4,140  | 3,907  |
| Occupancy  | 589  | 560  |
| Equipment  | 623  | 642  |
| Marketing and public relations                                       | 162  | 301  |
| FDIC insurance assessment  | 687  | 110  |
| Amortization of intangibles  | 310  | 261  |
| Other  | 1,942  | 1,646  |
| Total non-interest expense   | 8,453  | 7,427  |
| Net income (loss) before tax   | 1,337  | (2,796)  |
| Income taxes (benefit)   | 351  | (437)  |
| <b>Net income (loss)</b>   | <b>\$ 986</b>  | <b>\$ (2,359)</b>                                      |
| Preferred stock dividends  | 328  |  |
| <b>Net income (loss) available to common shareholders</b>            | <b>\$ 658</b>  | <b>\$ (2,359)</b>                                      |
| Basic earnings (loss) per common share                               | \$ 0.20  | \$ (0.74)  |
| Diluted earnings (loss) per common share                             | \$ 0.20  | \$ (0.74)  |

Table of Contents

**FIRST COMMUNITY CORPORATION**  
**CONSOLIDATED STATEMENTS OF INCOME (LOSS)**

|  | <b>Three<br/>Months Ended<br/>June 30,<br/>2009<br/>(Unaudited)</b> | <b>Three<br/>Months Ended<br/>June 30,<br/>2008<br/>(Unaudited)</b> |
|--|---|---|
| <b>(Dollars in thousands, except per share)</b>                      |   |   |
| <b>Interest income:</b>  |   |   |
| Loans, including fees  | \$ 4,964  | \$ 5,405  |
| Taxable securities   | 2,589   | 2,906   |
| Non taxable securities   | 78  | 100   |
| Federal funds sold and securities purchased under resale agreements  | 23  | 65  |
| Other  | 8   | 7   |
| <b>Total interest income</b>   | <b>7,662</b>  | <b>8,483</b>  |
| <b>Interest expense:</b>   |   |   |
| Deposits   | 2,228   | 2,858   |
| Federal funds sold and securities sold under agreement to repurchase | 26  | 78  |
| Other borrowed money   | 1,086   | 1,061   |
| <b>Total interest expense</b>  | <b>3,340</b>  | <b>3,997</b>  |
| <b>Net interest income</b>   | <b>4,322</b>  | <b>4,486</b>  |
| Provision for loan losses  | 941   | 209   |
| <b>Net interest income after provision for loan losses</b>           | <b>3,381</b>  | <b>4,277</b>  |
| <b>Non-interest income:</b>  |   |   |
| Deposit service charges  | 576   | 657   |
| Mortgage origination fees  | 246   | 145   |
| Commission on sale of non deposit investment products                | 103   | 70  |
| Gain on sale of securities   | 9   |   |
| Fair value gain (loss) adjustments                                   | 230   | 24  |
| Other-than-temporary-impairment write-down on securities             | (85)  | (6,162)   |
| Other  | 423   | 365   |
| <b>Total non-interest income</b>                                     | <b>1,502</b>  | <b>(4,901)</b>  |
| <b>Non-interest expense:</b>   |   |   |
| Salaries and employee benefits                                       | 2,127   | 2,006   |
| Occupancy  | 289   | 281   |
| Equipment  | 304   | 317   |
| Marketing and public relations                                       | 55  | 98  |
| FDIC insurance assessment  | 566   | 56  |
| Amortization of intangibles  | 155   | 123   |
| Other  | 933   | 898   |
| <b>Total non-interest expense</b>                                    | <b>4,429</b>  | <b>3,779</b>  |
| <b>Net income (loss) before tax</b>                                  | <b>454</b>  | <b>(4,403)</b>  |
| Income taxes (benefit)   | 40  | (921)   |
| <b>Net income (loss)</b>   | <b>\$ 414</b>   | <b>\$ (3,482)</b>   |
| <b>Preferred stock dividends</b>                                     | <b>165</b>  |   |
| <b>Net income (loss) available to common shareholders</b>            | <b>\$ 249</b>   | <b>\$ (3,482)</b>   |
| Basic earnings (loss) per common share                               | \$ 0.08   | \$ (1.09)   |
| Diluted earnings (loss) per common share                             | \$ 0.08   | \$ (1.09)   |





Table of Contents**FIRST COMMUNITY CORPORATION****Consolidated Statement of Changes in Shareholder's Equity and Comprehensive Income (Loss)****Six Months ended June 30, 2009 and June 30, 2008**

|  | Preferred        | Common<br>Shares | Common<br>Stock | Common<br>Stock<br>Warrants | Additional<br>Paid-in<br>Capital | Nonvested<br>Restricted<br>Stock | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) | Total            |
|--|------------------|------------------|-----------------|-----------------------------|----------------------------------|----------------------------------|----------------------|---|------------------|
| <b>(Dollars in thousands)</b>  | <b>Stock</b>     | <b>Issued</b>    | <b>Stock</b>    | <b>Warrants</b>             | <b>Capital</b>                   | <b>Stock</b>                     | <b>Earnings</b>      | <b>(Loss)</b>   | <b>Total</b>     |
| Balance, December 31, 2008   | \$ 10,850        | 3,227            | \$ 3,227        | \$ 509                      | \$ 48,732                        | \$ (186)                         | \$ 6,263             | \$ (1,239)  | \$ 68,156        |
| Comprehensive Income:  |                  |                  |                 |                             |                                  |                                  |                      |   |                  |
| Net income   |                  |                  |                 |                             |                                  |                                  | 986                  |   | 986              |
| Other comprehensive income:  |                  |                  |                 |                             |                                  |                                  |                      |   |                  |
| Unrealized gain during period on available-for-sale securities net of tax benefit of \$107 |                  |                  |                 |                             |                                  |                                  |                      | (208)   |                  |
| Unrealized market loss on held-to-maturity securities net of tax benefit of \$697          |                  |                  |                 |                             |                                  |                                  |                      | (1,316)   |                  |
| Less: reclassification adjustment for loss included in net income, net of tax \$188        |                  |                  |                 |                             |                                  |                                  |                      | 365   |                  |
| Other comprehensive loss   |                  |                  |                 |                             |                                  |                                  |                      | (1,159)   | (1,159)          |
| Comprehensive loss:  |                  |                  |                 |                             |                                  |                                  |                      |   | (173)            |
| Amortization of compensation on restricted stock   |                  |                  |                 |                             |                                  | 53                               |                      |   | 53               |
| Dividends: Common (\$0.16)   |                  |                  |                 |                             |                                  |                                  | (517)                |   | (517)            |
| Preferred  | 45               |                  |                 |                             |                                  |                                  | (328)                |   | (283)            |
| Exercise of stock options  |                  |                  |                 |                             | 1                                |                                  |                      |   | 1                |
| Dividend reinvestment plan   |                  | 16               | 16              |                             | 92                               |                                  |                      |   | 108              |
| <b>Balance, June 30, 2009</b>  | <b>\$ 10,895</b> | <b>3,243</b>     | <b>\$ 3,243</b> | <b>\$ 509</b>               | <b>\$ 48,825</b>                 | <b>\$ (133)</b>                  | <b>\$ 6,404</b>      | <b>\$ (2,398)</b>   | <b>\$ 67,345</b> |
| Balance, December 31, 2007   |                  | 3,211            | \$ 3,211        |                             | \$ 48,617                        |                                  | \$ 14,564            | \$ (2,396)  | \$ 3,996         |
| Comprehensive Income:  |                  |                  |                 |                             |                                  |                                  |                      |   |                  |
| Net income (loss)  |                  |                  |                 |                             |                                  |                                  | (2,359)              |   | (2,359)          |
| Accumulated other comprehensive income (loss) net of income tax benefit of \$394           |                  |                  |                 |                             |                                  |                                  |                      | (4,072)   |                  |
| Less: reclassification adjustment for losses included in net income, net of tax of \$1,443 |                  |                  |                 |                             |                                  |                                  |                      | 4,720   |                  |
| Other comprehensive income   |                  |                  |                 |                             |                                  |                                  |                      | 648   | 648              |
| Comprehensive income (loss)  |                  |                  |                 |                             |                                  |                                  |                      |   | (1,711)          |
| Cumulative adjustment to initially apply EITF 06-4   |                  |                  |                 |                             |                                  |                                  | (411)                |   | (411)            |
| Dividends paid (\$0.16 per share)  |                  |                  |                 |                             |                                  |                                  | (513)                |   | (513)            |
| Common stock repurchased   |                  | (18)             | (18)            |                             | (249)                            |                                  |                      |   | (267)            |
| Options exercised  |                  |                  |                 |                             | 1                                |                                  |                      |   | 1                |
| Dividend reinvestment plan   |                  | 7                | 7               |                             | 90                               |                                  |                      |   | 97               |
| <b>Balance, June 30, 2008</b>  | <b>\$</b>        | <b>3,200</b>     | <b>\$ 3,200</b> | <b>\$</b>                   | <b>\$ 48,459</b>                 | <b>\$</b>                        | <b>\$ 11,281</b>     | <b>\$ (1,748)</b>   | <b>\$ 61,192</b> |



Table of Contents

**FIRST COMMUNITY CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

| (Dollars in thousands)  | Six months ended June 30, |               |
|---|---------------------------|---------------|
|   | 2009                      | 2008          |
| <b>Cash flows from operating activities:</b>                                      |                           |               |
| Net income (loss)   | \$ 986                    | \$ (2,359)    |
| Adjustments to reconcile net income to net cash provided in operating activities: |                           |               |
| Depreciation  | 495                       | 525           |
| Premium amortization (Discount accretion)   | (9)                       | (383)         |
| Provision for loan losses   | 1,392                     | 364           |
| Amortization of intangibles   | 310                       | 261           |
| (Gain) loss on sale of securities   | (363)                     | 29            |
| Other-than-temporary-impairment charge on securities                              | 742                       | 6,162         |
| Net (increase) decrease in fair value option instruments and derivatives          | (251)                     | (173)         |
| (Increase) decrease in other assets   | 1,391                     | (995)         |
| Increase (decrease) in other liabilities  | 432                       | (1,021)       |
| Net cash provided in operating activities   | 5,125                     | 2,410         |
| <b>Cash flows from investing activities:</b>                                      |                           |               |
| Purchase of investment securities available-for-sale                              | (32,895)                  | (47,620)      |
| Maturity of investment securities available-for-sale                              | 31,478                    | 39,845        |
| Proceeds from sale of securities available-for-sale                               | 11,213                    | 7,470         |
| Purchase of investment securities held-to-maturity                                | (2,123)                   | (71,110)      |
| Maturity of investment securities held-to-maturity                                | 7,960                     | 3,172         |
| Maturity of securities held-for-trading   | 423                       | 237           |
| Proceeds from sale of interest rate floor agreement                               |                           | 600           |
| Increase in loans   | (1,563)                   | (9,741)       |
| Purchase of property and equipment  | (310)                     | (176)         |
| Net cash provided (used) in investing activities                                  | 14,183                    | (77,622)      |
| <b>Cash flows from financing activities:</b>                                      |                           |               |
| Increase (decrease) in deposit accounts   | 9,725                     | 32,274        |
| Increase (decrease) in securities sold under agreements to repurchase             | (2,931)                   | 13            |
| Increase (decrease) in other borrowings   | (26)                      | (62)          |
| Advances from the FHLB  | 4,000                     | 63,900        |
| Repayment of advances FHLB  | (9,866)                   | (19,440)      |
| Advances from FHLB, fair value option   |                           | 2,500         |
| Repurchase of common stock  |                           | (266)         |
| Proceeds from exercise of stock options   |                           | 1             |
| Dividend reinvestment plan  | 108                       | 97            |
| Dividends paid: Common Stock  | (517)                     | (513)         |
| Preferred Stock   | (274)                     |               |
| Net cash provided from financing activities                                       | 219                       | 78,504        |
| Net increase (decrease) in cash and cash equivalents                              | 19,527                    | 3,292         |
| Cash and cash equivalents at beginning of period                                  | 12,367                    | 13,681        |
| <b>Cash and cash equivalents at end of period</b>                                 | <b>31,894</b>             | <b>16,973</b> |
| <b>Supplemental disclosure:</b>   |                           |               |
| Cash paid during the period for:  |                           |               |
| Interest  | \$ 6,512                  | \$ 8,134      |
| Income taxes  | \$ 350                    | \$ 613        |
| Non-cash investing and financing activities:                                      |                           |               |
| Unrealized gain (loss) on securities available-for-sale                           | \$ (1,755)                | \$ (973)      |
| Transfer of loans to foreclosed property  | \$ 996                    |               |



Table of Contents**Notes to Consolidated Financial Statements****Note 1 Basis of Presentation**

In the opinion of management, the accompanying unaudited consolidated balance sheets, the consolidated statements of income, the consolidated statements of changes in shareholders' equity, and the consolidated statements of cash flows of First Community Corporation (the Company), present fairly in all material respects the Company's financial position at June 30, 2009 and December 31, 2008, the Company's results of operations for the six and three months ended June 30, 2009 and 2008, and the Company's cash flows for the six months ended June 30, 2009 and 2008. The results of operations for the six and three months ended June 30, 2009 are not necessarily indicative of the results that may be expected for the year ending December 31, 2009.

In the opinion of management, all adjustments necessary to fairly present the consolidated financial position and consolidated results of operations have been made. All such adjustments are of a normal, recurring nature. All significant intercompany accounts and transactions have been eliminated in consolidation. The consolidated financial statements and notes thereto are presented in accordance with the instructions for Form 10-Q. The information included in the Company's 2008 Annual Report on Form 10-K should be referred to in connection with these unaudited interim financial statements.

**Note 2 Earnings Per Share**

The following reconciles the numerator and denominator of the basic and diluted earnings per share computation:

| (In thousands, except price per share)                                | Six months<br>Ended June 30, |            | Three months<br>ended June 30, |            |
|---|------------------------------|------------|--------------------------------|------------|
|   | 2009                         | 2008       | 2009                           | 2008       |
| Numerator (Net income available to common shareholders)               | \$ 658                       | \$ (2,359) | \$ 249                         | \$ (3,482) |
| Denominator   |                              |            |                                |            |
| Weighted average common shares outstanding for:                       |                              |            |                                |            |
| Basic earnings per share  | 3,236                        | 3,202      | 3,240                          | 3,206      |
| Dilutive securities:  |                              |            |                                |            |
| Stock options - Treasury stock method                                 |                              | 32         |                                | 35         |
| Diluted earnings per share  | 3,236                        | 3,234      | 3,240                          | 3,241      |
| The average market price used in calculating assumed number of shares | \$ 6.83                      | \$ 13.98   | \$ 7.12                        | \$ 13.73   |

At June 30, 2009 there were 191,000 outstanding options at an average exercise price of \$13.33 and warrants for 196,000 shares at \$8.69. None of the options or warrants have an exercise price below the average market price of \$6.83 and \$7.12 for the six and three-month period ended June 30, 2009 and therefore are not deemed to be dilutive.

**Note 3 Assets and Liabilities Measured at Fair Value**

On January 1, 2007, the Company adopted Statement of Financial Accounting Standards No. 157, Fair Value Measurement (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. SFAS 157 applies to reported balances that are required or permitted to be measured at fair value under existing accounting pronouncements; accordingly, the standard does not require any new fair value measurements of reported balances.

Table of Contents

SFAS 157 establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. The fair value hierarchy is as follows:

- Level 1** Quoted prices in active markets for identical assets or liabilities.
- Level 2** Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value on a recurring basis:

**Investment Securities Available for Sale:** Measurement is on a recurring basis based upon quoted market prices, if available. If quoted market prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for prepayment assumptions, projected credit losses, and liquidity. Level 1 securities include those traded on an active exchange or by dealers or brokers in active over-the-counter markets. Level 2 securities include mortgage-backed securities issued both issued by government sponsored enterprises and private label mortgage-backed securities. Generally these fair values are priced from established pricing models. Level 3 securities include corporate debt obligations and asset backed securities that are less liquid or for which there is an inactive market.

**Investment Securities Held-to-Maturity:** Investment securities that are held-to-maturity and considered other-than-temporarily-impaired are recorded at fair value in accordance with FASB Staff Position FAS 115-2 and FAS 124-2 on a non recurring basis. If the Company does not expect to recover the entire amortized cost basis of the security, an other-than-temporary-impairment (OTTI) is considered to have occurred. See Note 4 for determining allocation between current earnings and comprehensive income. Measurement is based upon quoted market prices, if available. If quoted market prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for prepayment assumptions, projected credit losses, and liquidity. Level 2 securities include private label mortgage-backed securities. Generally these fair values are priced from established pricing models.

**Loans:** Loans that are considered impaired are recorded at fair value on a non-recurring basis. Once a loan is considered impaired measurement is based upon Statement of Financial Accounting Standard No. 114 Accounting by Creditors for Impairment of a Loan (SFAS 114). The fair value is estimated using one of several methods, including collateral liquidation value, market value of similar debt and discounted cash flows. Those impaired loans not requiring a specific charge against the allowance represent loans for which the fair value of the expected repayments or collateral meet or exceed the recorded investment in the loan. At June 30, 2009 substantially all of the total impaired loans were evaluated based on the fair value of the underlying collateral. When the Company records the fair value based upon a current appraisal the fair value measurement is considered when a current appraisal is not available or there is estimated further impairment the measurement is considered a Level 3 measurement.

**Other Real Estate Owned (OREO):** OREO carried at the lower of carrying value or fair value on a non-recurring basis. Fair value is based upon independent appraisals or management's estimation of the collateral. When the OREO value is based upon a current appraisal or when a current

appraisal is not available or there is estimated further impairment the measurement is considered a Level 3 measurement.

Derivative Financial Instruments: Interest rate swaps and interest rate caps are carried at fair value and measured on a recurring basis. The measurement is based on valuation techniques including discounted cash flows analysis for each derivative. The analysis reflects the contractual remaining term of derivative, interest rates, volatility and expected cash payments. The measurement of the interest rate swap and cap are considered to be a Level 3 measurement.

Goodwill and Other Intangible Assets: Goodwill and other intangible assets are measured for impairment on an annual basis, as of September 30th, or more frequently if there is a change in circumstances. If the goodwill or other intangibles exceed the fair value, an impairment charge is recorded in an amount equal to the excess. Impairment is tested utilizing accepted valuation techniques utilizing discounted cash flows of the business unit, and implied fair



Table of Contents

value based on a multiple of earnings and tangible book value for merger transactions. The measurement of these fair values is considered a Level 3 measurement.

Federal Home Loan Bank Advances: Certain Federal Home Loan Bank advances are accounted for under Statement of Financial Accounting Standard No. 159 Fair Value Option (SFAS 159). The fair value is calculated on a recurring basis using a discounted cash flow model based on current rate for advances with similar remaining terms. The measurement of these advances is considered Level 3 measurement.

The following tables reflect the changes in fair values for the six and three-month periods ended June 30, 2009 and 2008 and where these changes are included in the income statement:

(Dollars in thousands)

| Description                    | Six months ended June 30, |              | Three months ended |              |
|--------------------------------|---------------------------|--------------|--------------------|--------------|
|                                | 2009                      | 2008         | June 30,           |              |
|                                | Non-interest              | Non-interest | 2009               | 2008         |
|                                | income:                   | income:      | Non-interest       | Non-interest |
|                                | Fair value                | Fair value   | Fair value         | Fair value   |
|                                | adjustment                | adjustment   | adjustment         | adjustment   |
|                                | gain (loss)               | gain (loss)  | gain (loss)        | gain (loss)  |
| Trading securities             | \$ 26                     | \$ (13)      | \$ 6               | \$ (37)      |
| Interest rate cap/swap         | 219                       | 171          | 228                | 5            |
| Federal Home Loan Bank Advance | 6                         | 15           | (4)                | 56           |
| Total                          | \$ 251                    | \$ 173       | \$ 230             | \$ 24        |

The following table summarizes quantitative disclosures about the fair value for each category of assets carried at fair value as of June 30, 2009 and December 31, 2008 that are measured on a recurring basis.

(Dollars in thousands)

| Description                     | June 30, 2009 | Quoted Prices                                    | Significant                       | Significant                   |
|---------------------------------|---------------|--|-----------------------------------|-------------------------------|
|                                 |               | in Active Markets for Identical Assets (Level 1) | Other Observable Inputs (Level 2) | Unobservable Inputs (Level 3) |
| Trading securities              | \$ 2,108      | \$   | \$ 2,108                          | \$                            |
| Available for sale securities   | 145,407       | 1,194  | 138,323                           | 5,890                         |
| Interest rate cap/swap          | (466)         |  |                                   | (466)                         |
| Federal Home Loan Bank advances | (2,576)       |  |                                   | (2,576)                       |

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|       |    |         |    |       |    |         |    |       |
|-------|----|---------|----|-------|----|---------|----|-------|
| Total | \$ | 144,473 | \$ | 1,194 | \$ | 140,431 | \$ | 2,848 |
|-------|----|---------|----|-------|----|---------|----|-------|

(Dollars in thousands)

| Description                     | December<br>31, 2008 | Quoted Prices<br>in Active<br>Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|---------------------------------|----------------------|--|---|--|
| Trading securities              | \$ 2,505             | \$   | \$ 2,505  | \$   |
| Available for sale securities   | 155,378              | 1,895  | 146,270   | 7,213  |
| Interest rate cap/floor         | (725)                |  |   | (725)  |
| Federal Home Loan Bank advances | (2,582)              |  |   | (2,582)  |
| Total                           | \$ 154,576           | \$ 1,895   | \$ 148,775  | \$ 3,906   |

Table of Contents

The following tables reconciles the changes in Level 3 financial instruments for the six and three months ended June 30, 2009, that are measured on a recurring basis.

|                                      | Available<br>for<br>Sale<br>securities | Interest rate<br>Cap/Floor | Federal<br>Home Loan<br>Bank<br>Advances |
|--------------------------------------|--|----------------------------|--|
| Beginning Balance, December 31, 2008 | \$ 7,213                               | \$ (725)                   | \$ (2,582)                               |
| Gain (loss) recognized               | (510)                                  | 219                        | 6  |
| Reclass to Level 2                   | (813)                                  |                            |  |
| Payment                              |  | 40                         |  |
| Issuances                            |  |                            |  |
| Ending Balance, June 30, 2009        | \$ 5,890                               | \$ (466)                   | \$ (2,576)                               |

|                                   | Available<br>for<br>Sale<br>securities | Interest rate<br>Cap/Floor | Federal<br>Home Loan<br>Bank<br>Advances |
|-----------------------------------|--|----------------------------|--|
| Beginning Balance, March 31, 2009 | \$ 6,703                               | \$ (752)                   | \$ (2,572)                               |
| Gain (loss) recognized            |  | 228                        | (4)                                      |
| Reclass to Level 2                | (813)                                  |                            |  |
| Payment                           |  | 58                         |  |
| Issuances                         |  |                            |  |
| Ending Balance, June 30, 2009     | \$ 5,890                               | \$ (466)                   | \$ (2,576)                               |

The following table summarizes quantitative disclosures about the fair value for each category of assets carried at fair value as of June 30, 2009 that are measured on a non-recurring basis. Goodwill and other intangible assets are measured on a non-recurring basis at least annually. The valuation is performed at September 30th of each year.

(Dollars in thousands)

| Description                        | June<br>30, 2009 | Quoted Prices<br>in Active<br>Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|------------------------------------|------------------|--|---|--|
| Impaired loans                     | \$ 6,434         | \$   | \$  | \$ 6,434   |
| Held-to-Maturity securities (OTTI) | 3,253            |  | 3,253   |  |
| Other real estate owned            | 1,127            |  |   | 1,127  |
| Total                              | \$ 10,814        | \$   | \$ 3,253  | \$ 3,561   |

**Note 4 INVESTMENT SECURITIES**

The amortized cost and estimated fair values of investment securities are summarized below:

HELD-TO-MATURITY:

|                               | Amortized Cost |        | Gross Unrealized Gains |     | Gross Unrealized Losses |        | Fair Value |        |
|-------------------------------|----------------|--------|------------------------|-----|-------------------------|--------|------------|--------|
| <b>(Dollars in thousands)</b> |                |        |                        |     |                         |        |            |        |
| <b>June 30, 2009:</b>         |                |        |                        |     |                         |        |            |        |
| State and local government    | \$             | 2,043  | \$                     | 76  | \$                      | 3      | \$         | 2,116  |
| Mortgage-backed securities    |                | 59,315 |                        | 40  |                         | 12,068 |            | 47,287 |
| Other                         |                | 60     |                        |     |                         |        |            | 60     |
|                               | \$             | 61,418 | \$                     | 116 | \$                      | 12,071 | \$         | 49,463 |
| <b>December 31, 2008:</b>     |                |        |                        |     |                         |        |            |        |
| State and local government    | \$             | 4,477  | \$                     | 53  | \$                      |        | \$         | 4,530  |
| Mortgage-backed securities    |                | 64,945 |                        | 198 |                         | 6,354  |            | 58,789 |
| Other                         |                | 60     |                        |     |                         |        |            | 60     |
|                               | \$             | 69,482 | \$                     | 252 | \$                      | 6,354  | \$         | 63,379 |

Table of Contents**Note 4 INVESTMENT SECURITIES (contd)**

## AVAILABLE-FOR-SALE:

|  | Amortized Cost |         | Gross Unrealized Gains |       | Gross Unrealized Losses |       | Fair Value |         |
|--|----------------|---------|------------------------|-------|-------------------------|-------|------------|---------|
| <b>(Dollars in thousands)</b>            |                |         |                        |       |                         |       |            |         |
| <b>June 30, 2009:</b>                    |                |         |                        |       |                         |       |            |         |
| Government sponsored enterprises         | \$             | 13,796  |                        | 359   | \$                      | 7     | \$         | 14,148  |
| Mortgage backed securities               |                | 109,540 |                        | 2,252 |                         | 2,104 |            | 109,688 |
| Small Business Administration securities |                | 4,923   |                        | 39    |                         | 0     |            | 4,962   |
| State and local government               |                | 4,431   |                        | 80    |                         | 7     |            | 4,504   |
| Corporate and other securities           |                | 14,510  |                        | 308   |                         | 2,713 |            | 12,105  |
|  | \$             | 147,200 | \$                     | 3,038 | \$                      | 4,831 | \$         | 145,407 |
| <b>December 31, 2008:</b>                |                |         |                        |       |                         |       |            |         |
| US Treasury securities                   | \$             | 999     | \$                     | 18    | \$                      |       | \$         | 1,017   |
| Government sponsored enterprises         |                | 27,965  |                        | 699   |                         |       |            | 28,664  |
| Mortgage-backed securities               |                | 108,028 |                        | 1,805 |                         | 2,016 |            | 107,817 |
| State and local government               |                | 5,437   |                        | 134   |                         | 28    |            | 5,543   |
| Corporate and other securities           |                | 15,031  |                        | 107   |                         | 2,801 |            | 12,337  |
|  | \$             | 157,460 | \$                     | 2,763 | \$                      | 4,845 | \$         | 155,378 |

During the six months ended June 30, 2009 and 2008 the company sold securities from the available-for-sale portfolio and received proceeds of \$11.2 million and \$7.5 million, respectively. Gross gains amounted to \$363,000 for the six months ended June 30, 2009. Gross gains amounted to \$2,000 and losses amounted to \$30,000 for the six month period ended June 30, 2008.

The Company adopted the provisions of FSP SFAS 115-2 as of January 1, 2009. As prescribed by FSP SFAS 115-2 for the six months ended June 30, 2009, the Company recognized the credit component of an other-than-temporary impairment (OTTI) of its debt securities in earnings and the non-credit component in other comprehensive income (OCI) for those securities in which the Company does not intend to sell the security and it is more likely than not the Company will not be required to sell the securities prior to recovery.

During the six and three months ended June 30, 2009, the Company recorded other-than-temporary impairment losses on held-to-maturity and available-for-sale securities as follows:

| (Dollars in thousands) | Six months ended June 30, 2009              |                               |       | Three months ended June 30, 2009            |                               |       |
|------------------------|---|-------------------------------|-------|---|-------------------------------|-------|
|                        | Held-to-maturity mortgage-backed securities | Available-for-sale securities | Total | Held-to-maturity mortgage-backed securities | Available-for-sale securities | Total |
|                        |   |                               |       |   |                               |       |

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|  |    |       |    |     |    |       |    |     |    |     |    |       |
|--|----|-------|----|-----|----|-------|----|-----|----|-----|----|-------|
| Total OTTI charge realized and unrealized                            | \$ | 2,217 | \$ | 755 | \$ | 2,972 | \$ | 916 | \$ | 245 | \$ | 1,161 |
| OTTI recognized in other comprehensive income (non-credit component) |    | 2,013 |    | 217 |    | 2,230 |    | 859 |    | 217 |    | 1,076 |
| Net impairment losses recognized in earnings (credit component)      | \$ | 204   | \$ | 538 | \$ | 742   | \$ | 57  | \$ | 28  | \$ | 85    |

As of June 30, 2009, those debt securities with OTTI in which only the amount of loss related to credit was recognized in earnings included five non-agency mortgage-backed securities. The Company uses a third party to obtain information about the structure in order to determine how the underlying cash flows will be distributed to each security. Relevant assumptions such as prepayment rate, default rate and loss severity on a loan level basis are used in determining the expected recovery of the remaining unrealized losses. The average prepayment rate, default rate and severity used in the valuations were approximately 8%, 13%, and 41%, respectively.

An equity security representing an investment in Silverton Bank, NA, Atlanta, Georgia, a correspondent bank, that was closed by the Office of the Comptroller of the Currency in the amount of \$510,000 was written off during the first quarter of 2009.

Table of Contents

At June 30, 2009 corporate and other securities available-for-sale included the following at fair value: corporate bonds at \$6.3 million, corporate debt obligations ( CDOs ) of \$4.9 million, and mutual funds at \$859,000. At December 31, 2008 corporate and other securities available-for-sale included the following at fair value: corporate bonds at \$6.0 million, corporate debt obligations ( CDOs ) of \$4.9 million, mutual funds at \$878,000 and community bank stock of \$509,300.

The following table shows gross unrealized losses and fair values, aggregated by investment category and length of time that individual securities have been in a continuous loss position at June 30, 2009 and December 31, 2008.

**June 30, 2009**

| (Dollars in thousands)                                     | Less than 12 months |                 | 12 months or more |                 | Total      |                 |
|--|---------------------|-----------------|-------------------|-----------------|------------|-----------------|
|  | Fair Value          | Unrealized Loss | Fair Value        | Unrealized Loss | Fair Value | Unrealized Loss |
| <i>Available-for-sale securities:</i>                      |                     |                 |                   |                 |            |                 |
| US Treasury and Government sponsored enterprises           | \$ 992              | \$ 7            |                   |                 | \$ 992     | \$ 7            |
| Government Sponsored Enterprise mortgage-backed securities | 20,388              | 261             |                   |                 | 20,388     | 261             |
| Non-agency mortgage-backed securities                      | 491                 | 247             | 10,654            | 1,596           | 11,145     | 1,843           |
| Corporate bonds and other                                  | 10,042              | 2,216           | 4,266             | 497             | 14,308     | 2,713           |
| State and local government                                 | 497                 | 7               |                   |                 | 497        | 7               |
|  | 32,410              | 2,738           | 14,920            | 2,093           | 47,330     | 4,831           |
| <i>Held-to-maturity securities:</i>                        |                     |                 |                   |                 |            |                 |
| State and local government                                 | \$ 247              | \$ 3            |                   |                 | \$ 247     | \$ 3            |
| Non-agency mortgage-backed securities                      | 4,848               | 545             | 36,709            | 11,523          | 41,557     | 12,068          |
|  | 5,095               | 548             | 36,709            | 11,523          | 41,804     | 12,071          |
| Total  | \$ 37,505           | \$ 3,286        | \$ 51,629         | \$ 13,616       | \$ 89,134  | \$ 16,902       |

**December 31, 2008**

| (Dollars in thousands)                                     | Less than 12 months |                 | 12 months or more |                 | Total      |                 |
|--|---------------------|-----------------|-------------------|-----------------|------------|-----------------|
|  | Fair Value          | Unrealized Loss | Fair Value        | Unrealized Loss | Fair Value | Unrealized Loss |
| <i>Available-for-sale securities:</i>                      |                     |                 |                   |                 |            |                 |
| US Treasury and Government sponsored enterprises           | \$                  | \$              | \$                | \$              | \$         | \$              |
| Government Sponsored Enterprise mortgage-backed securities | 16,739              | 384             | 909               | 32              | 17,648     | 416             |
|  | 11,824              | 1,142           | 5,407             | 458             | 17,231     | 1,600           |

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|                                       |           |           |          |        |            |           |  |  |  |  |
|---------------------------------------|-----------|-----------|----------|--------|------------|-----------|--|--|--|--|
| Non-agency mortgage-backed securities |           |           |          |        |            |           |  |  |  |  |
| Corporate bonds                       | 10,704    | 2,335     | 1,033    | 466    | 11,737     | 2,801     |  |  |  |  |
| State and local government            | 1,131     | 28        |          |        | 1,131      | 28        |  |  |  |  |
|                                       | 40,398    | 3,889     | 7,349    | 956    | 47,747     | 4,845     |  |  |  |  |
| Held-to-maturity securities:          |           |           |          |        |            |           |  |  |  |  |
| Non-agency mortgage-backed securities | 54,411    | 6,354     |          |        | 54,411     | 6,354     |  |  |  |  |
|                                       | 54,411    | 6,354     |          |        | 54,411     | 6,354     |  |  |  |  |
| Total                                 | \$ 94,809 | \$ 10,243 | \$ 7,349 | \$ 956 | \$ 102,158 | \$ 11,199 |  |  |  |  |

**Government Sponsored Enterprise, Mortgage-Backed Securities:** Throughout 2008 and continuing in 2009 the bond markets and many institutional holders of bonds came under a great deal of stress partially as a result of increasing delinquencies in the sub-prime mortgage lending market. At June 30, 2009 First Community Bank, N.A. (the Bank) owns MBSs including CMOs with an amortized cost of \$96.1 million and approximate fair value of \$98.0 million issued by GSEs. Current economic conditions have impacted MBSs issued by GSEs such as FHLMC and FNMA. These entities have experienced increasing delinquencies in the underlying loans that make up the MBSs and CMOs. As of June 30, 2009 and December 31, 2008 all of the MBSs issued by GSEs are classified as Available for Sale. Unrealized losses on these investments are not considered to be other than temporary, and we have the intent and ability to hold these until they mature or recover the current book value. The contractual cash flows of the investments are guaranteed by the GSE. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost of the Company's investment. Because the Company has the ability and it is more likely



Table of Contents

then not the company will not sell investments until a recovery of fair value, which may be maturity, the Company does not consider the investments to be other-than-temporarily impaired at June 30, 2009.

**Non-agency mortgage backed securities:** The Company also holds private label issued MBSs at June 30, 2009 with an amortized cost of \$72.7 million and approximate fair value of \$59.0 million. Although these are not classified as sub-prime obligations or considered the high risk tranches, the majority of structured investments within all credit markets have been impacted by volatility and credit concerns and economic stresses throughout 2008 and continuing into 2009. The result has been that the market for these investments has become less liquid and the spread as compared to alternative investments has widened dramatically. During the second quarter of 2008, the Company implemented a leverage strategy whereby we acquired approximately \$63.2 million in certain non-agency MBSs and CMOs. All of the mortgage assets acquired in this transaction were classified as prime or ALT-A securities and represented the senior or super-senior tranches of the securities. The assets acquired as part of this strategy were classified as held-to-maturity in the investment portfolio. Due to the significant spreads on these securities they were all purchased at discounts. A detailed analysis of each of the CMO pools included in this leverage transaction as well as privately held CMOs held previously in the available-for-sale portfolio have been analyzed by reviewing underlying loan delinquencies, collateral value and resulting credit support. These securities have continued to experience increasing delinquencies in the underlying loans that make up the MBSs and CMOs. Management monitors each of these pools on a quarterly basis to identify any deterioration in the credit quality, collateral values and credit support underlying the investments.

During the six months ended June 30, 2009 the Company identified four private label mortgage-backed securities, with a fair value of \$3.3 million that it considers other-than-temporarily-impaired. As a result of adopting FSP FAS 115-2 and FAS 124-2, the Company has recognized an impairment charge in earnings of \$233,000 and impairment charge through other comprehensive income of \$2.0 million. The \$233,000 represents the estimated credit losses on these securities. The credit losses were estimated by projecting the expected cash flows estimating prepayment speeds, increasing defaults and collateral loss severities. The credit loss portion of the impairment charge represents the difference between the present value of the expected cash flows and the amortized cost basis of the securities. The Company has the intent and ability to hold these securities until it recovers the projected remaining cash flows.

It is expected that the private label mortgage-backed securities portfolio will not be settled at a price less than the amortized cost of the Company's investment. Because the Company has the ability and intent to hold these investments until a recovery of fair value, which may be maturity, the Company does not consider the remaining balance of these investments to be other-than-temporarily impaired at June 30, 2009.

**Corporate Bonds:** The Company's unrealized loss on investments in corporate bonds relates to bonds with seven different issuers. The economic conditions throughout 2008 and continuing into 2009 have had a significant impact on all corporate debt obligations. As a result, the spreads on all of the securities have widened dramatically and the liquidity of many of these investments has been negatively impacted. Each of these bonds is rated BBB (investment grade) or better with the exception of three bonds downgraded during the last twelve months. One downgraded investment is rated CC by Fitch and is a preferred term security with a book value of \$1.96 million and fair value of \$941,000. The second bond is a collateralized debt obligation (CDO), rated B+ by S&P, with a carrying value of \$998,000 and fair value of \$905,000. This bond matures in December 2010. The third bond is rated Ba1 by Moody's with a carrying value of \$997,000 and a fair value of \$813,000. All of the corporate bonds held by the Company are reviewed on a quarterly basis to identify downgrades by rating agencies as well as deterioration of the underlying collateral or the issuer's ability to service the debt obligation. The Company has the ability and intent to hold these investments until a recovery of fair value, which may be maturity. The Company does not consider these investments to be other-than-temporarily impaired at June 30, 2009.

**State and Local Governments and Other:** The unrealized losses on these investments are attributable to increases in interest rates, rather than credit quality. The Company has the ability and intent to hold these investments until a recovery of fair value and does not consider them to be other-than-temporarily impaired at June 30, 2009.

During the six months ended June 30, 2009 the Company recognized an other-than-temporary impairment charge on an equity security in the amount of \$510,000. The security was an investment in another financial institution that was closed by the Office of the Comptroller of the Currency on May 1, 2009. The entire balance of the equity investment was charged to earnings in the first quarter of 2009 and the Company has no additional exposure to the other financial institution.

Table of Contents

The amortized cost and fair value of investment securities at June 30, 2009, by contractual maturity, follow. Expected maturities differ from contractual maturities because borrowers may have the right to call or prepay the obligations with or without prepayment penalties. Mortgage-backed securities are based on average life at estimated prepayment speeds.

|  | Held-to-maturity |        |            |        | Available-for-sale |         |            |         |
|--|------------------|--------|------------|--------|--------------------|---------|------------|---------|
|  | Amortized Cost   |        | Fair Value |        | Amortized Cost     |         | Fair Value |         |
| (Dollars in thousands)                 |                  |        |            |        |                    |         |            |         |
| Due in one year or less                | \$               | 4,727  | \$         | 4,283  | \$                 | 19,676  | \$         | 18,533  |
| Due after one year through five years  |                  | 25,364 |            | 21,073 |                    | 84,979  |            | 84,533  |
| Due after five years through ten years |                  | 21,150 |            | 16,410 |                    | 23,313  |            | 22,210  |
| Due after ten years                    |                  | 10,177 |            | 7,697  |                    | 19,232  |            | 20,131  |
|  | \$               | 61,418 | \$         | 49,463 | \$                 | 147,200 | \$         | 145,407 |

**Note 5 - Recently Issued Accounting Pronouncements**

The following is a summary of recent authoritative pronouncements that could impact the accounting, reporting, and or disclosure of financial information by the Company.

In June 2009, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 168, *The FASB Accounting Standards Codification*™ and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162, ( SFAS 168 ). SFAS 168 establishes the *FASB Accounting Standards Codification*™ ( Codification ) as the source of authoritative generally accepted accounting principles ( GAAP ) for nongovernmental entities. The Codification does not change GAAP. Instead, it takes the thousands of individual pronouncements that currently comprise GAAP and reorganizes them into approximately 90 accounting Topics, and displays all Topics using a consistent structure. Contents in each Topic are further organized first by Subtopic, then Section and finally Paragraph. The Paragraph level is the only level that contains substantive content. Citing particular content in the Codification involves specifying the unique numeric path to the content through the Topic, Subtopic, Section and Paragraph structure. FASB suggests that all citations begin with FASB ASC, where ASC stands for *Accounting Standards Codification*. SFAS 168, (FASB ASC 105-10-05, 10, 15, 65, 70) is effective for interim and annual periods ending after September 15, 2009 and will not have an impact on the Company's financial position but will change the referencing system for accounting standards. The following pronouncements provide citations to the applicable Codification by Topic, Subtopic and Section in addition to the original standard type and number.

In December 2008 the FASB issued FASB Staff Position ( FSP ) SFAS 132(R)-1 (FASB ASC 715-20-65), *Employers' Disclosures about Postretirement Benefit Plan Assets*, ( FSP SFAS 132(R)-1 ). This FSP provides guidance on an employer's disclosures about plan assets of a defined benefit pension or other postretirement plan. The objective of the FSP is to provide the users of financial statements with an understanding of: (a) how investment allocation decisions are made, including the factors that are pertinent to an understanding of investment policies and strategies; (b) the major categories of plan assets; (c) the inputs and valuation techniques used to measure the fair value of plan assets; (d) the effect of fair value measurements using significant unobservable inputs (Level 3) on changes in plan assets for the period; and (e) significant concentrations of risk within plan assets. The FSP also requires a nonpublic entity, as defined in Statement of Financial Accounting Standard ( SFAS ) 132, to disclose net periodic benefit cost for each period for which a statement of income is presented. FSP SFAS 132(R)-1 is effective for fiscal years ending after December 15, 2009. The Staff Position will require the Company to provide additional disclosures related to its benefit plans.

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FSP EITF 99-20-1, Amendments to the Impairment Guidance of EITF Issue No. 99-20, (FASB ASC 325-40-65) ( FSP EITF 99-20-1 ) was issued in January 2009. Prior to the FSP, other-than-temporary impairment was determined by using either Emerging Issues Task Force ( EITF ) Issue No. 99-20, Recognition of Interest Income and Impairment on Purchased Beneficial Interests and Beneficial Interests that Continue to be Held by a Transferor in Securitized Financial Assets, ( EITF 99-20 ) or SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities, ( SFAS 115 ) depending on the type of security. EITF 99-20 required the use of market participant assumptions regarding future cash flows regarding the probability of collecting all cash flows previously projected. SFAS 115 determined impairment to be other than temporary if it was probable that the holder would be unable to collect all amounts due according to the contractual terms. To achieve a more consistent determination of

Table of Contents

other-than-temporary impairment, the FSP amends EITF 99-20 to determine any other-than-temporary impairment based on the guidance in SFAS 115, allowing management to use more judgment in determining any other-than-temporary impairment. The FSP was effective for reporting periods ending after December 15, 2008. Management has reviewed the Company's security portfolio and evaluated the portfolio for any other-than-temporary impairments (See Note 4).

On April 9, 2009, the FASB issued three staff positions related to fair value which are discussed below.

FSP SFAS 115-2 and SFAS 124-2 (FASB ASC 320-10-65), Recognition and Presentation of Other-Than-Temporary Impairments, ( FSP SFAS 115-2 and SFAS 124-2 ) categorizes losses on debt securities available-for-sale or held-to-maturity determined by management to be other-than-temporarily impaired into losses due to credit issues and losses related to all other factors. Other-than-temporary impairment (OTTI) exists when it is more likely than not that the security will mature or be sold before its amortized cost basis can be recovered. An OTTI related to credit losses should be recognized through earnings. An OTTI related to other factors should be recognized in other comprehensive income. The FSP does not amend existing recognition and measurement guidance related to other-than-temporary impairments of equity securities. Annual disclosures required in SFAS 115 and FSP SFAS 115-1 and SFAS 124-1 are also required for interim periods (including the aging of securities with unrealized losses).

FSP SFAS 157-4 (FASB ASC 820-10-65), Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That are Not Orderly recognizes that quoted prices may not be determinative of fair value when the volume and level of trading activity has significantly decreased. The evaluation of certain factors may necessitate that fair value be determined using a different valuation technique. Fair value should be the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction, not a forced liquidation or distressed sale. If a transaction is considered to not be orderly, little, if any, weight should be placed on the transaction price. If there is not sufficient information to conclude as to whether or not the transaction is orderly, the transaction price should be considered when estimating fair value. An entity's intention to hold an asset or liability is not relevant in determining fair value. Quoted prices provided by pricing services may still be used when estimating fair value in accordance with SFAS 157; however, the entity should evaluate whether the quoted prices are based on current information and orderly transactions. Inputs and valuation techniques are required to be disclosed in addition to any changes in valuation techniques.

FSP SFAS 107-1 and APB 28-1 (FASB ASC 825-10-65), Interim Disclosures about Fair Value of Financial Instruments requires disclosures about the fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements and also requires those disclosures in summarized financial information at interim reporting periods. A publicly traded company includes any company whose securities trade in a public market on either a stock exchange or in the over-the-counter market, or any company that is a conduit bond obligor. Additionally, when a company makes a filing with a regulatory agency in preparation for sale of its securities in a public market it is considered a publicly traded company for this purpose.

The three staff positions are effective for periods ending after June 15, 2009, with early adoption of all three permitted for periods ending after March 15, 2009. The Company adopted the staff positions for its first quarter 10-Q. Additional disclosures have been provided where applicable. See Note 4 for the additional disclosures as well as other-than-temporary impairment related to credit losses included in earnings and those related to other factors included in comprehensive income.

Also on April 1, 2009, the FASB issued FSP SFAS 141(R)-1 (FASB ASC 805-20-25, 30, 35, 50), Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies. The FSP requires that assets acquired and liabilities assumed in a business combination that arise from a contingency be recognized at fair value. If fair value cannot be determined during the measurement

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period as determined in SFAS 141 (R), the asset or liability can still be recognized if it can be determined that it is probable that the asset existed or the liability had been incurred as of the measurement date and if the amount of the asset or liability can be reasonably estimated. If it is not determined to be probable that the asset/liability existed/was incurred or no reasonable amount can be determined, no asset or liability is recognized. The entity should determine a rational basis for subsequently measuring the acquired assets and assumed liabilities. Contingent consideration agreements should be recognized initially at fair value and subsequently reevaluated in accordance with guidance found in paragraph 65 of SFAS 141 (R). The FSP is effective for business combinations with an acquisition date on or after the beginning of the Company's first annual reporting period beginning on or after December 15, 2008. The Company will assess the impact of the FSP if and when a future acquisition occurs.

The Securities and Exchange Commission ( SEC ) issued Staff Accounting Bulletin ( SAB ) No. 111 (FASB ASC 320-10-S99-1) on April 9, 2009 to amend Topic 5.M., Other Than Temporary Impairment of Certain Investments in

Table of Contents

Debt and Equity Securities and to supplement FSP SFAS 115-2 and SFAS 124-2. SAB 111 maintains the staff's previous views related to equity securities; however debt securities are excluded from its scope. The SAB provides that other-than-temporary impairment is not necessarily the same as permanent impairment and unless evidence exists to support a value equal to or greater than the carrying value of the equity security investment, a write-down to fair value should be recorded and accounted for as a realized loss. The SAB was effective upon issuance and had no impact on the Company's financial position.

SFAS 165 (FASB ASC 855-10-05, 15, 25, 45, 50, 55), Subsequent Events, ( SFAS 165 ) was issued in May 2009 and provides guidance on when a subsequent event should be recognized in the financial statements. Subsequent events that provide additional evidence about conditions that existed at the date of the balance sheet should be recognized at the balance sheet date. Subsequent events that provide evidence about conditions that arose after the balance sheet date but before financial statements are issued, or are available to be issued, are not required to be recognized. The date through which subsequent events have been evaluated must be disclosed as well as whether it is the date the financial statements were issued or the date the financial statements were available to be issued. For nonrecognized subsequent events which should be disclosed to keep the financial statements from being misleading, the nature of the event and an estimate of its financial effect, or a statement that such an estimate cannot be made, should be disclosed. The standard is effective for interim or annual periods ending after June 15, 2009.

The FASB issued SFAS 166 (not yet reflected in FASB ASC), Accounting for Transfers of Financial Assets an amendment of FASB Statement No. 140, ( SFAS 166 ) in June 2009. SFAS 166 limits the circumstances in which a financial asset should be derecognized when the transferor has not transferred the entire financial asset by taking into consideration the transferor's continuing involvement. The standard requires that a transferor recognize and initially measure at fair value all assets obtained (including a transferor's beneficial interest) and liabilities incurred as a result of a transfer of financial assets accounted for as a sale. The concept of a qualifying special-purpose entity is removed from SFAS 140 along with the exception from applying FIN 46(R). The standard is effective for the first annual reporting period that begins after November 15, 2009, for interim periods within the first annual reporting period, and for interim and annual reporting periods thereafter. Earlier application is prohibited. The Company does not expect the standard to have any impact on the Company's financial position.

SFAS 167 (not yet reflected in FASB ASC), Amendments to FASB Interpretation No. 46(R), ( SFAS 167 ) was also issued in June 2009. The standard amends FIN 46(R) to require a company to analyze whether its interest in a variable interest entity ( VIE ) gives it a controlling financial interest. A company must assess whether it has an implicit financial responsibility to ensure that the VIE operates as designed when determining whether it has the power to direct the activities of the VIE that significantly impact its economic performance.

Ongoing reassessments of whether a company is the primary beneficiary is also required by the standard. SFAS 167 amends the criteria to qualify as a primary beneficiary as well as how to determine the existence of a VIE. The standard also eliminates certain exceptions that were available under FIN 46(R). SFAS 167 is effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. Earlier application is prohibited. Comparative disclosures will be required for periods after the effective date. The Company does not expect the standard to have any impact on the Company's financial position.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

**Note 6 FAIR VALUE OF FINANCIAL INSTRUMENTS**

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Statement of Financial Accounting Standards No. 107, Disclosure about Fair Value of Financial Instruments (SFAS 107), requires the company to disclose estimated fair values for its financial instruments. Fair value estimates, methods, and assumptions are set forth below.

**Cash and short term investments** The carrying amount of these financial instruments (cash and due from banks, federal funds sold and securities purchased under agreements to resell) approximates fair value. All mature within 90 days and do not present unanticipated credit concerns.

**Investment Securities** Fair values are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments.



Table of Contents

**Loans** The fair value of loans are estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. As discount rates are based on current loan rates as well as management estimates, the fair values presented may not be indicative of the value negotiated in an actual sale.

**Accrued Interest Receivable** The fair value approximates the carrying value.

**Interest rate cap/floor** The fair value approximates the carrying value.

**Deposits** The fair value of demand deposits, savings accounts, and money market accounts is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposits is estimated by discounting the future cash flows using rates currently offered for deposits of similar remaining maturities.

**Federal Home Loan Bank Advances** Fair value is estimated based on discounted cash flows using current market rates for borrowings with similar terms.

**Short Term Borrowings** The carrying value of short term borrowings (securities sold under agreements to repurchase and demand notes to the U.S. Treasury) approximates fair value.

**Junior Subordinated Debentures** The fair values of junior subordinated debentures is estimated by using discounted cash flow analyses based on incremental borrowing rates.

**Accrued Interest Payable** The fair value approximates the carrying value.

**Commitments to Extend Credit** The fair value of these commitments is immaterial because their underlying interest rates approximate market.

The carrying amount and estimated fair value of the company's financial instruments are as follows:

|                                 | March 31, 2009  |        |            |        | December 31, 2007 |        |            |        |
|---------------------------------|-----------------|--------|------------|--------|-------------------|--------|------------|--------|
|                                 | Carrying Amount |        | Fair Value |        | Carrying Amount   |        | Fair Value |        |
| <b>(Dollars in thousands)</b>   |                 |        |            |        |                   |        |            |        |
| <b>Financial Assets:</b>        |                 |        |            |        |                   |        |            |        |
| Cash and short term investments | \$              | 31,894 | \$         | 31,894 | \$                | 12,367 | \$         | 12,367 |

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|  |    |         |    |         |    |         |    |         |
|--|----|---------|----|---------|----|---------|----|---------|
| Held-to-maturity securities                  |    | 61,418  |    | 49,463  |    | 69,482  |    | 63,672  |
| Trading securities                           |    | 2,108   |    | 2,108   |    | 2,505   |    | 2,505   |
| Available-for-sale securities                |    | 145,407 |    | 145,407 |    | 155,378 |    | 155,776 |
| Other investments, at cost                   |    | 7,904   |    | 7,904   |    | 7,710   |    | 7,710   |
| Loans receivable                             |    | 331,761 |    | 333,538 |    | 332,964 |    | 338,811 |
| Allowance for loan losses                    |    | 4,147   |    |         |    | 4,581   |    |         |
| Net loans                                    |    | 327,614 |    | 333,538 |    | 328,383 |    | 338,811 |
| Accrued interest                             |    | 2,225   |    | 2,225   |    | 2,580   |    | 2,580   |
| Interest rate cap/floor/swap                 |    | (466)   |    | (466)   |    | (725)   |    | (725)   |
| Financial liabilities:                       |    |         |    |         |    |         |    |         |
| Non-interest bearing demand                  | \$ | 67,491  | \$ | 67,491  | \$ | 65,751  | \$ | 65,751  |
| NOW and money market accounts                |    | 95,466  |    | 95,466  |    | 94,256  |    | 94,256  |
| Savings                                      |    | 24,224  |    | 24,224  |    | 22,461  |    | 22,461  |
| Time deposits                                |    | 246,465 |    | 249,502 |    | 241,330 |    | 244,411 |
| Total deposits                               |    | 433,646 |    | 426,879 |    | 423,798 |    | 426,879 |
| Federal Home Loan Bank Advances              |    | 99,839  |    | 104,806 |    | 105,954 |    | 110,778 |
| Federal Home Loan Bank Advances (Fair Value) |    | 2,576   |    | 2,576   |    | 2,582   |    | 2,582   |
| Short term borrowings                        |    | 25,220  |    | 25,220  |    | 28,303  |    | 28,303  |
| Junior subordinated debentures               |    | 15,464  |    | 15,464  |    | 15,464  |    | 15,464  |
| Accrued interest payable                     |    | 3,607   |    | 3,607   |    | 3,047   |    | 3,047   |

**Note 7 Subsequent Events**

In accordance with SFAS 165, Subsequent Events, issued in May 2009 and effective for periods ending after June 15, 2009, management performed an evaluation to determine whether or not there have been any subsequent events since the balance sheet date. The evaluation was performed through August 13, 2009, the date on which the Company's 10-Q was issued as filed with the Securities and Exchange Commission.

Table of Contents

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

This report contains statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may relate to, among other matters, the financial condition, results of operations, plans, objectives, future performance, and business of our Company. Forward-looking statements are based on many assumptions and estimates and are not guarantees of future performance. Our actual results may differ materially from those anticipated in any forward-looking statements, as they will depend on many factors about which we are unsure, including many factors which are beyond our control. The words may, would, could, should, will, expect, anticipate, predict, project, potential, continue, assume, forecast, goal, and estimate, as well as similar expressions, are meant to identify such forward-looking statements. Potential risks and uncertainties that could cause our actual results to differ materially from those anticipated in our forward-looking statements include, without limitation, those described under the heading Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2008 as filed with the Securities and Exchange Commission (the SEC) and the following:

- increases in competitive pressure in the banking and financial services industries;
- changes in the interest rate environment which could reduce anticipated or actual margins;
- changes in political conditions or the legislative or regulatory environment;
- reduced earnings due to higher credit losses generally and specifically potentially because losses in our real estate loan portfolio may be greater than expected due to economic factors, including declining real estate values, increasing interest rates, increasing unemployment, or changes in payment behavior or other factors;
- general economic conditions, either nationally or regionally and especially in our primary service area, becoming less favorable than expected resulting in, among other things, a deterioration in credit quality;
- changes occurring in business conditions and inflation;
- changes in technology;
- changes in deposit flows;
- the adequacy of our level of allowance for loan loss;
- the rate of delinquencies and amounts of loans charged-off;
- the rates of loan growth;
- adverse changes in asset quality and resulting credit risk-related losses and expenses;
- changes in monetary and tax policies;
- loss of consumer confidence and economic disruptions resulting from terrorist activities or other military actions;
- changes in the securities markets; and

- other risks and uncertainties detailed from time to time in our filings with the SEC.

These risks are exacerbated by the recent developments in national and international financial markets, and we are unable to predict what effect these uncertain market conditions will have on the Company. During 2008 and continuing into 2009, the capital and credit markets have experienced extended volatility and disruption. Over the previous twelve months, the volatility and disruption have reached unprecedented levels. There can be no assurance that these unprecedented developments will not materially and adversely affect our business, financial condition and results of operations.

We undertake no obligation to publicly update or otherwise revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

## Overview

The following discussion describes our results of operations for the six-month and three-month periods ended June 30, 2009 as compared to the six-month and three-month periods ended June 30, 2008 and also analyzes our financial condition as of June 30, 2009 as compared to December 31, 2008. Like most community banks, we derive most of our income from interest we receive on our loans and investments. Our primary source of funds for making these loans and investments is our deposits, on which we pay interest. Consequently, one of the key measures of our success is our amount of net interest income, or the difference between the income on our interest-earning assets, such as loans and investments, and the expense on our interest-bearing liabilities, such as deposits. Another key measure is the spread between the yield we earn on these interest-earning assets and the rate we pay on our interest-bearing liabilities.

There are risks inherent in all loans, so we maintain an allowance for loan losses to absorb probable losses on existing loans that may become uncollectible. We establish and maintain this allowance by charging a provision for loan losses against our operating earnings. In the following section we have included a discussion of this process, as well as

Table of Contents

several tables describing our allowance for loan losses and the allocation of this allowance among our various categories of loans.

In addition to earning interest on our loans and investments, we earn income through fees and other expenses we charge to our customers. We describe the various components of this non-interest income, as well as our non-interest expense, in the following discussion.

The following discussion and analysis also identifies significant factors that have affected our financial position and operating results during the periods included in the accompanying financial statements. We encourage you to read this discussion and analysis in conjunction with the financial statements and the related notes and the other statistical information also included in this report.

**Critical Accounting Policies**

We have adopted various accounting policies that govern the application of accounting principles generally accepted in the United States and with general practices within the banking industry in the preparation of our financial statements. Our significant accounting policies are described in the footnotes to our unaudited consolidated financial statements as of June 30, 2009 and our notes included in the consolidated financial statements in our 2008 Annual Report on Form 10-K as filed with the SEC.

Certain accounting policies involve significant judgments and assumptions by us that have a material impact on the carrying value of certain assets and liabilities. We consider these accounting policies to be critical accounting policies. The judgment and assumptions we use are based on historical experience and other factors, which we believe to be reasonable under the circumstances. Because of the nature of the judgment and assumptions we make, actual results could differ from these judgments and estimates that could have a material impact on the carrying values of our assets and liabilities and our results of operations.

We believe the allowance for loan losses is the critical accounting policy that requires the most significant judgment and estimates used in preparation of our consolidated financial statements. Some of the more critical judgments supporting the amount of our allowance for loan losses include judgments about the credit worthiness of borrowers, the estimated value of the underlying collateral, the assumptions about cash flow, determination of loss factors for estimating credit losses, the impact of current events, and conditions, and other factors impacting the level of probable inherent losses. Under different conditions or using different assumptions, the actual amount of credit losses incurred by us may be different from management's estimates provided in our consolidated financial statements. Refer to the portion of this discussion that addresses our allowance for loan losses for a more complete discussion of our processes and methodology for determining our allowance for loan losses.

The evaluation and recognition of other-than-temporary impairment ( OTTI ) on certain investments including our private label mortgage-backed securities and other corporate debt security holdings requires significant judgment and estimates. Some of the more critical judgments supporting the evaluation of OTTI includes projected cash flows including prepayment assumptions, default rates and severities of losses on the underlying collateral within the security. Under different conditions or utilizing different assumptions, the actual OTTI recognized by us may be different from the actual amounts recognized in our consolidated financial statements. See Note 4 to the financial statements for the disclosure of certain of the assumptions used as well as OTTI recognized in the financial statements during the six and three months ended June 30, 2009.

**Recent Legislative and Regulatory Initiatives to Address Financial and Economic Crises**

Markets in the United States and elsewhere have experienced extreme volatility and disruption for more than 12 months. These circumstances have exerted significant downward pressure on prices of equity securities and virtually all other asset classes, and have resulted in substantially increased market volatility, severely constrained credit and capital markets, particularly for financial institutions, and an overall loss of investor confidence. Loan portfolio performances have deteriorated at many institutions resulting from, among other factors, a weak economy and a decline in the value of the collateral supporting their loans. Dramatic slowdowns in the housing industry, due in part to falling home prices and increasing foreclosures and unemployment, have created strains on financial institutions. Many borrowers are now unable to repay their loans, and the collateral securing these loans has, in some cases, declined below the loan balance. In response to the challenges facing the financial services sector, several regulatory and governmental actions have recently been announced including:

- The Emergency Economic Stabilization Act of 2008 (the EESA ), approved by Congress and signed by President Bush on October 3, 2008, which, among other provisions, allowed the Treasury Department to

Table of Contents

purchase troubled assets from banks, authorized the Securities and Exchange Commission to suspend the application of marked-to-market accounting, and temporarily raised the basic limit of Federal Deposit Insurance Corporation (the FDIC ) deposit insurance from \$100,000 to \$250,000; the legislation contemplates a return to the \$100,000 limit on December 31, 2013;

- On October 7, 2008, the FDIC approved a plan to increase the rates banks pay for deposit insurance;
  
- On October 14, 2008, the Treasury Department announced the creation of the Troubled Asset Relief Program s ( TARP ) Capital Purchase Program ( CPP ) which encourages and allows financial institutions to build capital through the sale of senior preferred shares to the Treasury Department on terms that are non-negotiable;
  
- On October 14, 2008, the FDIC announced the creation of the Temporary Liquidity Guarantee Program ( TLGP ), which seeks to strengthen confidence and encourage liquidity in the banking system. The TLGP has two primary components that are available on a voluntary basis to financial institutions:
  - The Transaction Account Guarantee Program ( TAGP ), which provides unlimited deposit insurance coverage through December 31, 2009 for noninterest-bearing transaction accounts (typically business checking accounts) and certain funds swept into noninterest-bearing savings accounts. Institutions participating in the TLGP pay a 10 basis points fee (annualized) on the balance of each covered account in excess of \$250,000, while the extra deposit insurance is in place;
  
  - The Debt Guarantee Program ( DGP ), under which the FDIC guarantees certain senior unsecured debt of FDIC-insured institutions and their holding companies. The unsecured debt must be issued on or after October 14, 2008 and not later than June 30, 2009, and the guarantee is effective through the earlier of the maturity date or June 30, 2012. The DGP coverage limit is generally 125% of the eligible entity s eligible debt outstanding on September 30, 2008 and scheduled to mature on or before June 30, 2009 or, for certain insured institutions, 2% of their liabilities as of September 30, 2008. Depending on the term of the debt maturity, the nonrefundable DGP fee ranges from 50 to 100 basis points (annualized) for covered debt outstanding until the earlier of maturity or June 30, 2012. The TAGP and DGP are in effect for all eligible entities, unless the entity opted out on or before December 5, 2008.
  
- On February 17, 2009, the American Recovery and Reinvestment Act (the Recovery Act ) was signed into law in an effort to, among other things, create jobs and stimulate growth in the United States economy. The Recovery Act specifies appropriations of approximately \$787 billion for a wide range of Federal programs and will increase or extend certain benefits payable under the Medicaid, unemployment compensation, and nutrition assistance programs. The Recovery Act also reduces individual and corporate income tax collections and makes a variety of other changes to tax laws. The Recovery Act also imposes certain limitations on compensation paid by participants in the Treasury Department s TARP.
  
- On March 23, 2009, the Treasury Department, in conjunction with the FDIC and the Federal Reserve, announced the Public-Private Partnership Investment Program for Legacy Assets which consists of two separate plans, addressing two distinct asset groups:

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- The Legacy Loan Program, which the primary purpose will be to facilitate the sale of troubled mortgage loans by eligible institutions, which include FDIC-insured federal or state banks and savings associations. Eligible assets may not be strictly limited to loans; however, what constitutes an eligible asset will be determined by participating banks, their primary regulators, the FDIC and the Treasury Department. Additionally, the Loan Program's requirements and structure will be subject to notice and comment rulemaking, which may take some time to complete.
- The Securities Program, which will be administered by the Treasury Department, involves the creation of public-private investment funds to target investments in eligible residential mortgage-backed securities and commercial mortgage-backed securities issued before 2009 that originally were rated AAA or the equivalent by two or more nationally recognized statistical rating organizations, without regard to rating enhancements (collectively, Legacy Securities). Legacy Securities must be directly secured by actual mortgage loans, leases or other assets, and may be purchased only from financial institutions that meet TARP eligibility requirements.



Table of Contents

On November 21, 2008, as part of the CPP, we entered into a Letter Agreement and Securities Purchase Agreement (collectively, the CPP Purchase Agreement ) with the Treasury Department, pursuant to which we sold (i) 11,350 shares of our Fixed Rate Cumulative Perpetual Preferred Stock, Series T (the Series T Preferred Stock ) and (ii) a warrant (the CPP Warrant ) to purchase 195,915 shares of our common stock for an aggregate purchase price of \$11,350,000 in cash. The Series T Preferred Stock will qualify as Tier 1 capital and will be entitled to cumulative dividends at a rate of 5% per annum for the first five years, and 9% per annum thereafter. We must consult with the the Office of the Comptroller of the Currency (the OCC ) before we may redeem the Series T Preferred Stock but, contrary to the original restrictions in the EESA, will not necessarily be required to raise additional equity capital in order to redeem this stock. The CPP Warrant has a 10-year term and is immediately exercisable upon its issuance, with an exercise price, subject to anti-dilution adjustments, equal to \$8.69 per share of the common stock. Please see the Form 8-K we filed with the SEC on November 25, 2008, for additional information about the Series T Preferred Stock and the CPP Warrant.

**Comparison of Results of Operations for Six Months Ended June 30, 2009 to the Six Months Ended June 30, 2008**

Net Income

Our net income for the six months ended June 30, 2009 was \$986,000, or \$.20 diluted earnings per common share, as compared to a loss of \$2.4 million, or \$0.74 diluted loss per common share, for the six months ended June 30, 2008. During the six months ended June 30, 2008 we recognized a other-than-temporary impairment (OTTI) charge in the amount of \$6.2 million on an investment in a preferred stock issue of the Federal Home Loan Mortgage Corporation ( Freddie Mac ), a government sponsored enterprise ( GSE ) reflecting a write down of its carrying value from \$14.3 million to \$8.1 million. The OTTI write-down in the second quarter of 2008 is the primary reason for the increase in net income in the first six months of 2009 as compared to the net loss in the same period of 2008. During the six months ended June 30, 2009 we recognized OTTI on several securities in the aggregate amount of \$742,000. Net interest income for the six months ended June 30, 2009 was \$8.6 million as compared to \$8.5 million for the same period in 2008. The increase in net interest income between the two periods is due to an increase in average earning assets by \$47.5 million during the six months ended June 30, 2009 as compared to the same period in 2008. The impact of this increase in average earning assets was substantially offset by a decline in our taxable-equivalent net interest margin from 3.31% in the six month period ended June 30, 2008 to 3.06% in the comparable period in 2009. The increase in average earning assets was primarily a result of the implementation of a leverage strategy whereby we acquired approximately \$63.2 million in certain non-agency mortgage backed securities and collateralized mortgage obligations in the second quarter of 2008. The funding for this strategy was provided through Federal Home Loan Bank Advances in the amount of \$36.0 million and brokered certificate of deposits in the amount of \$23.0 million. The provision for loan losses increased to \$1.4 million for the six months ended June 30, 2009 as compared to \$364,000 in the same period of 2008. Non-interest income, excluding the impact of other-than-temporary impairment charges, increased from \$2.7 million in the first six months of 2008 to \$3.3 million in the first six months of 2009. Non-interest expenses increased to \$8.4 million in the first six months of 2009 from \$7.4 million in the same period of 2008. Increases in FDIC insurance premiums, legal fees and expenses related to loan collections and workouts contributed significantly to the increase in non-interest expense.

Net Interest Income

Please refer to the table at the end of this Item 2 for the yield and rate data for interest-bearing balance sheet components during the six-month periods ended June 30, 2009 and 2008, along with average balances and the related interest income and interest expense amounts.

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Net interest income was \$8.6 million for the six months ended June 30, 2009 as compared to \$8.5 million for the six months ended June 30, 2008. This increase was primarily due to the increase in the level of earning assets. Net interest margin on a taxable equivalent basis decreased 25 basis points, from 3.31% at June 30, 2008 to 3.06% at June 30, 2009. Yield on earning assets decreased by 77 basis points in the first half of 2009 as compared to the same period in 2008. The yield on earning assets for the six months ended June 30, 2009 and 2008 was 5.48% and 6.25%, respectively. The cost of interest-bearing liabilities during the first six months of 2009 was 2.74% as compared to 3.45% in the same period of 2008, resulting in a 71 basis points decrease. As a result of the ongoing economic and credit crisis during the last quarter of 2007 and throughout 2008, interest rates decreased significantly. Four events/conditions have significantly impacted the level of our net interest income in the first half of 2009 as compared to the same period in 2008. First, with interest rates as low as they became in 2008, certain deposit products could not

Table of Contents

be repriced in the same magnitude as the general decline in interest rates. Second, the higher level of non-performing assets in the first quarter of 2009, as compared to the same period in 2008, has negatively impacted our yield on earning assets. Third, we wrote off our remaining investment in Federal Home Loan Mortgage Corporation (FHLMC) preferred stock in the third quarter of 2008, when the Treasury Department placed FHLMC into receivership and FHLMC subsequently ceased paying the dividends on the investment. And fourth, due to the significant turmoil in the markets and the emphasis by the regulatory agencies on liquidity, we have increased our balances in short-term overnight investments. The yield on these investments is at historical lows and has a negative impact on our net interest income. As the economy begins to move out of this recessionary cycle we intend to begin to reduce the balance in short-term overnight investments which will positively impact our net interest income.

Provision and Allowance for Loan Losses

At June 30, 2009, the allowance for loan losses was \$4.1 million, or 1.25% of total loans, as compared to \$4.6 million, or 1.38% of total loans, at December 31, 2008. Our provision for loan losses was \$1.4 million for the six months ended June 30, 2009, as compared to \$364,000 for the six months ended June 30, 2008. This provision is made based on our assessment of general loan loss risk and asset quality. The allowance for loan losses represents an amount which we believe will be adequate to absorb probable losses on existing loans that may become uncollectible. Our judgment as to the adequacy of the allowance for loan losses is based on a number of assumptions about future events, which we believe to be reasonable, but which may or may not prove to be accurate. Our determination of the allowance for loan losses is based on evaluations of the collectibility of loans, including consideration of factors such as the balance of impaired loans, the quality, mix, and size of our overall loan portfolio, the experience ability and depth of lending personnel, economic conditions (local and national) that may affect the borrower's ability to repay, the amount and quality of collateral securing the loans, our historical loan loss experience, and a review of specific problem loans. We also consider subjective issues such as changes in the lending policies and procedures, changes in the local/national economy, changes in volume or type of credits, changes in volume/severity of problem loans, quality of loan review and board of director oversight, and concentrations of credit. Periodically, we adjust the amount of the allowance based on changing circumstances. We charge recognized losses to the allowance and add subsequent recoveries back to the allowance for loan losses.

We perform an analysis quarterly to assess the risk within the loan portfolio. The portfolio is segregated into similar risk components for which historical loss ratios are calculated and adjusted for identified changes in current portfolio characteristics. Historical loss ratios are calculated by product type and by regulatory credit risk classification. The allowance consists of an allocated and unallocated allowance. The allocated portion is determined by types and ratings of loans within the portfolio. The unallocated portion of the allowance is established for losses that exist in the remainder of the portfolio and compensates for uncertainty in estimating the loan losses. There can be no assurance that charge-offs of loans in future periods will not exceed the allowance for loan losses as estimated at any point in time or that provisions for loan losses will not be significant to a particular accounting period. The allowance is also subject to examination and testing for adequacy by regulatory agencies, which may consider such factors as the methodology used to determine adequacy and the size of the allowance relative to that of peer institutions. Such regulatory agencies could require us to adjust our allowance based on information available to them at the time of their examination.

The increase in the provision for the first six months of 2009 as compared to the same period in 2008 is a result of the ongoing economic downturn experienced throughout our markets and the country. Real estate values have been dramatically impacted during this economic cycle. With our loan portfolio consisting of a large percentage of real estate secured loans we, like most financial institutions, have experienced increasing delinquencies and problem loans. In some cases, this downturn has resulted in a significant impairment to the value of our collateral and our ability to sell the collateral upon foreclosure, and there is a risk that this trend will continue. The real estate collateral in each case provides an alternate source of repayment in the event of default by the borrower and may deteriorate in value during the time the credit is extended. If real estate values continue to decline, it is also more likely that we would be required to increase our allowance for loan losses. If during a period of reduced real estate values we are required to liquidate the property collateralizing a loan to satisfy the debt or to increase the allowance for loan losses, it could materially reduce our profitability and adversely affect our financial condition.

The effects of the slowing economy have resulted in some deterioration of our loan portfolio in general as evidenced by the increase in non-performing assets from \$2.5 million (0.39% of total assets) at December 31, 2008 to \$7.5 million (1.15% of total assets) at June 30, 2009. While we believe these ratios are favorable in comparison to current industry results, we continue to be concerned about the impact of this economic environment on our customer

Table of Contents

base of local businesses and professionals. Of the loans included in non-performing status, two are A&D loans totaling \$4.0 million previously identified as potential problem loans that have subsequently been placed in non-accrual status. Both are located within the Midlands of South Carolina. One in the original amount of \$3.2 million has been written down to a balance of \$2.5 million at June 30, 2009. The second loan is in the amount of \$1.5 million and we also are proceeding through the foreclosure process. We do not currently anticipate any material loss associated with this specific loan.

At June 30, 2009, we had no loans delinquent more than 90 days and still accruing interest, and loans totaling \$1.7 million that were delinquent 30 days to 89 days. We had 35 loans in a nonaccrual status in the amount of \$6.4 million at June 30, 2009. Our management continuously monitors non-performing, classified and past due loans, to identify deterioration regarding the condition of these loans. We identified 4 loan relationships in the amount of \$1.1 million that are current as to principal and interest and are not included in non-performing assets that could represent potential problem loans. One of these is a \$2.2 million loan on a commercial building. Based on the collateral value of the real estate and additional liquid collateral securing the loan it is not anticipated that there would be a material loss in the event it does become a problem loan.

Allowance for Loan Losses

| (Dollars in thousands)                | Six Months Ended |            |
|---------------------------------------|------------------|------------|
|                                       | 2009             | 2008       |
|                                       | June 30,         |            |
| Average loans outstanding             | \$ 332,216       | \$ 313,266 |
| Loans outstanding at period end       | \$ 331,761       | \$ 319,112 |
| Non-performing assets:                |                  |            |
| Nonaccrual loans                      | \$ 6,381         | \$ 814     |
| Loans 90 days past due still accruing |                  | 569        |
| Foreclosed real estate                | 1,127            | 173        |
| Total non-performing assets           | \$ 7,508         | \$ 1,556   |
| Beginning balance of allowance        | \$ 4,581         | \$ 3,530   |
| Loans charged-off:                    |                  |            |
| Construction and development          | 927              |            |
| 1-4 family residential mortgage       | 142              | 103        |
| Multi-family residential              |                  | 29         |
| Non-residential real estate           | 64               | 29         |
| Home equity                           | 41               |            |
| Commercial                            | 591              | 1          |
| Installment & credit card             | 132              | 95         |
| Total loans charged-off               | 1,897            | 257        |
| Recoveries:                           |                  |            |
| 1-4 family residential mortgage       | 2                | 37         |
| Non-residential real estate           | 2                | 8          |
| Home equity                           | 4                | 3          |
| Commercial                            | 29               | 30         |
| Installment & credit card             | 34               | 29         |
| Total recoveries                      | 71               | 107        |
| Net loan charge offs                  | 1,826            | 150        |
| Provision for loan losses             | 1,392            | 364        |
| Balance at period end                 | \$ 4,147         | \$ 3,744   |

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|  |        |         |
|--|--------|---------|
| Net charge -offs to average loans          | 0.55%  | 0.05%   |
| Allowance as percent of total loans        | 1.25%  | 1.17%   |
| Non-performing assets as % of total assets | 1.15%  | 0.24%   |
| Allowance as % of non-performing loans     | 64.99% | 270.72% |

Table of Contents

The following allocation of the allowance to specific components is not necessarily indicative of future losses or future allocations. The entire allowance is available to absorb losses in the portfolio.

Composition of the Allowance for Loan Losses

| (Dollars in thousands)                 | June 30, 2009 |                        | December 31, 2008 |                        |
|--|---------------|------------------------|-------------------|------------------------|
|  | Amount        | % of loans in Category | Amount            | % of loans in Category |
| Commercial, Financial and Agricultural | \$ 443        | 7.3%                   | \$ 681            | 8.3%                   |
| Real Estate Construction               | 346           | 6.7%                   | 1,319             | 8.7%                   |
| Real Estate Mortgage:                  |               |                        |                   |                        |
| Commercial                             | 2,416         | 61.3%                  | 1,641             | 57.7%                  |
| Residential                            | 372           | 14.9%                  | 289               | 15.7%                  |
| Consumer                               | 148           | 9.8%                   | 100               | 9.6%                   |
| Unallocated                            | 422           | N/A                    | 551               | N/A                    |
| Total                                  | \$ 4,147      | 100.0%                 | \$ 4,581          | 100.0%                 |

Accrual of interest is discontinued on loans when management believes, after considering economic and business conditions and collection efforts that a borrower's financial condition is such that the collection of interest is doubtful. A delinquent loan is generally placed in nonaccrual status when it becomes 90 days or more past due. At the time a loan is placed in nonaccrual status, all interest, which has been accrued on the loan but remains unpaid is reversed and deducted from earnings as a reduction of reported interest income. No additional interest is accrued on the loan balance until the collection of both principal and interest becomes reasonably certain.

Non-interest Income and Non-interest Expense

Non-interest income during the first six months of 2009 was \$2.5 million as compared to a loss of \$3.5 million during the same period in 2008. The net loss for the six months ended June 30, 2008 included a charge to recognize an other-than-temporary-impairment in the amount of \$6.2 million on our investment in a preferred stock issue of the Federal Home Loan Mortgage Corporation ( Freddie Mac ), a government sponsored enterprise ( GSE ) reflecting a write down of its carrying value from \$14.3 million to \$8.1 million. During the first six months of 2009 we recognized aggregate OTTI in the amount of \$742,000 on four investments. The first, in the amount of \$510,000, was an equity investment in another financial institution that was closed by the OCC and placed into receivership on May 1, 2009. The charge of \$510,000 represented the entire balance of the investment and we do not have any additional exposure to this financial institution. An additional charge of \$232,000 was taken on three private label mortgage backed securities (see Note 4 to financial statements).

Deposit service charges decreased \$189,000 while mortgage origination fees and commissions on the sale of non-deposit investment products increased \$133,000 and \$94,000, respectively. The decrease in deposit service charges results from a lower level of overdraft protection fees due to a decrease in the number of items being presented on insufficient funds. Mortgage origination fees increased as a result of an increase in refinancing as a result of the continued low interest rate environment. In September 2008, we acquired two small financial consulting firms. As a result of this additional support and emphasis, fees related to sale of non-deposit investment products have increased. In the six months ending June 30, 2009, we had gains on the sale of securities in the amount of \$363,000, as compared to a loss of \$28,000 in the comparable period in

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2008. The proceeds from the sale of certain agency mortgage backed securities in the first quarter of 2009 were primarily reinvested in other agency mortgage-backed securities (GNMA securities) with lower regulatory risk weightings and slightly longer maturities.

Total non-interest expense increased by \$1.0 million or 13.8%, during the first six months of 2009, as compared to the same quarter in 2008. Salary and benefit expense increased by \$233,000 from \$3.9 million in the first six months of 2008, to \$4.1 million in the same period of 2009. This is primarily a result of the addition of three employees that were hired in connection with the acquisition of the financial consulting firms in September 2008. We have also added two employees in credit administration – one as a credit analyst and the second was hired to assist with handling the increased level of non-performing assets. FDIC insurance assessments increased to \$687,000 in the first six months of 2009 as compared to \$110,000 in the same period in 2008. We had a credit toward our FDIC assessments that was fully utilized in the latter part of the first quarter of 2008. This credit resulted from the 2004 acquisition of DutchFork



Table of Contents

Bankshares. FDIC assessments have been substantially increased for 2009. A special one-time assessment at a rate of 10 basis points of adjusted assets was assessed in the second quarter of 2009. This assessment amounts to approximately \$500,000 and was expensed in the second quarter of 2009. The special assessment is payable September 30, 2009. Based on current assessment guidelines it is anticipated that our rate for the balance of 2009 will be between 15 and 18 basis points on an annualized basis. The FDIC continues to evaluate the insurance fund level and may impose further special assessments in future quarters. Professional fees increased by \$174,000 in the first six months of 2009 as compared to the same period in 2008. These fees primarily relate to increases in legal fees associated with loan collection and workout efforts, legal fees associated with our issuing \$11.4 million in cumulative preferred stock under the U. S. Treasury Department's CPP, and legal and professional fees associated with insuring compliance with the changing regulatory and legislative environment. Non-interest expense Other increased by \$140,000 in the first six months of 2009 as compared to the same period in 2008. The increase relates to loan collection efforts and other real estate expenses in the amount of \$110,000 such as paying delinquent taxes and insurance premiums as well as maintenance on the properties securing certain delinquent loans. In addition, we incurred approximately \$25,000 in costs associated with reissuing the majority of our debit cards as a result of card account numbers for many financial institutions being compromised by a large national card processor.

The following is a summary of the components of other non-interest expense:

| (In thousands)         | Six months ended |          |
|------------------------|------------------|----------|
|                        | June 30,         |          |
|                        | 2009             | 2008     |
| Data processing        | \$ 170           | \$ 153   |
| Supplies               | 104              | 94       |
| Telephone              | 151              | 163      |
| Correspondent services | 27               | 53       |
| Insurance              | 96               | 101      |
| Postage                | 94               | 91       |
| Professional fees      | 589              | 415      |
| Director fees          | 102              | 107      |
| Other                  | 609              | 469      |
|                        | \$ 1,942         | \$ 1,646 |

Income Tax Expense

Our effective tax rate was 26.3% in the first six months of 2009 as compared to a benefit rate of 15.6% in the first six months of 2008. The lower benefit rate in 2008 reflects the effect of establishing a \$700,000 valuation reserve for the deferred tax benefit resulting from the OTTI charge, a capital loss for tax purposes, of \$6.2 million. Subsequent to the second quarter of 2008 legislation was passed to allow the treatment of a loss on FHLMC preferred stock as an ordinary loss. Our effective tax rate is currently expected to remain between 28.0% and 30.0% throughout the remainder of 2009.

**Comparison of Results of Operations for Three Months Ended June 30, 2009 to the Three Months Ended June 30, 2008:**

*Net Income*

Our net income for the second quarter of 2009 was \$414,000, or \$0.08 diluted earnings per share, as compared to a net loss of \$3.5 million, or \$1.09 diluted loss per share, in the same period of 2008. The net loss during the second quarter of 2008 was a result of the \$6.2 million OTTI charge, discussed previously. Net interest income decreased by \$164,000 for the three months ended June 30, 2008 from \$4.5 million in 2008 to \$4.3 million in 2009. The decrease in net interest income is due to the decrease in our net interest margin in the second quarter of 2009 as compared to the same period of 2008. The net-interest margin for the second quarter of 2009 was 3.02% as compared to 3.26% in 2008. Average earning assets equaled \$574.2 million during the second quarter of 2009 as compared to \$552.8 million during the second quarter of 2008. The increase in the level of average earning assets between the two periods was not enough to offset the impact of the decreasing margin. Please refer to the table at the end of this Item 2 for the yield and rate data for interest-bearing balance sheet components during the three-month periods ended June 30, 2009 and 2008, along with average balances and the related interest income and interest expense amounts.

The yield on average earning assets decreased to 5.35% in the second quarter of 2009 from 6.17% in the second quarter of 2008. The cost of interest bearing liabilities also decreased to 2.62% in the second quarter of 2009 as

Table of Contents

compared to 3.32% in the second quarter of 2008. On a fully taxable equivalent basis, we had a net interest margin of 3.04% and 3.33% for the three months ended June 30, 2009 and 2008, respectively.

***Non-interest Income and Non-interest Expense***

As a result of the OTTI charge, we had a non-interest income (loss) of (\$4.9) million for the three months ended June 30, 2008 as compared to non-interest income of \$1.5 million in the same period of 2009. Deposit service charges decreased by \$81,000 in the three months ended June 30, 2009 as compared to the same period in 2008. As stated in the discussion of our six month results, this decrease is due to fewer items being presented on insufficient funds. Mortgage origination fees increased by \$101,000 or 69.7% during the three months ended June 30, 2009 as compared to the same period in 2008. As previously discussed, this results from a continued emphasis on this source of revenue, as well as the favorable mortgage interest rate environment. Positive fair value adjustment was \$230,000 in the second quarter of 2009 as compared to \$24,000 in the same period of 2008. The increase in the second quarter of 2009 primarily relates to a partial recovery in the value of the \$10.0 million notional amount interest rate swap that was written down by approximately \$725,000 in the fourth quarter of 2008. The interest rate swap is adjusted to fair value as of the end of each quarter.

Total non-interest expenses increased by \$650,000 in the second quarter of 2009 as compared to the same quarter of 2008. Salary and benefits increased by \$121,000 between the two periods. This was primarily due to the three staff additions related to the acquisition of the financial consulting firm noted in the six month results. Non-interest expense Other increased by \$535,000 in the second quarter of 2009 as compared to the same period in 2008. FDIC insurance premium costs, including the special assessment, were \$566,000 in the second quarter of 2009 as compared to \$56,000 in the same period of 2008. A special one-time assessment at a rate of 10 basis points of adjusted assets was assessed in the second quarter of 2009. This assessment amounts to approximately \$500,000 and was expensed in the second quarter of 2009. The special assessment is payable September 30, 2009. All other variances in non-interest expenses during the three months ended June 30, 2009 as compared to the same period of 2008 reflect normal fluctuations in each of the categories.

Financial Position

Assets totaled \$650.7 million at June 30, 2009 as compared to \$650.2 million at December 31, 2008, an increase of \$446,000. Loans at June 30, 2009 were \$331.8 million as compared to \$333.0 million at December 31, 2008. We funded in excess of \$25.5 million of new loan production in the first half of 2009, but due to scheduled pay downs during the period, loans declined by \$1.2 million. At June 30, 2009, loans accounted for 57.9% of earning assets, as compared to 58.2% at December 31, 2008. The loan-to-deposit ratio at June 30, 2009 was 76.5% as compared to 78.6% at December 31, 2008. Investment securities decreased from \$235.1 million at December 31, 2008 to \$216.8 million at June 30, 2009. Short-term federal funds sold and interest-bearing bank balances increased from \$3.6 million at December 31, 2008 to \$24.2 million at June 30, 2009. Deposits increased by \$9.8 million to \$433.6 million at June 30, 2009 as compared to \$423.8 million at December 31, 2008.

Due to the current economic cycle and the significant emphasis by regulators and the investment community on tangible capital, regulatory capital ratios and overall liquidity we have attempted to control the growth of our balance sheet and enhance our liquidity during the first half of 2009. We have focused on growing our core deposit base while continuing to fund soundly underwritten loans. We are able to continue funding loans while controlling the growth of our balance sheet due to the significant cash flow we are receiving off of our investment portfolio.



Table of Contents

The following table shows the composition of the loan portfolio by category:

| (In thousands)                       | June 30,<br>2009 |         | December 31,<br>2008 |         |
|--------------------------------------|------------------|---------|----------------------|---------|
|                                      | Amount           | Percent | Amount               | Percent |
| Commercial, financial & agricultural | \$ 24,280        | 7.3%    | \$ 27,833            | 8.4%    |
| Real estate:                         |                  |         |                      |         |
| Construction                         | 22,373           | 6.7%    | 28,832               | 8.7%    |
| Mortgage residential                 | 49,380           | 14.9%   | 52,423               | 15.7%   |
| Mortgage commercial                  | 203,238          | 61.3%   | 191,832              | 57.6%   |
| Consumer                             | 32,490           | 9.8%    | 32,044               | 9.6%    |
| Total gross loans                    | 331,761          | 100.0%  | 332,964              | 100.0%  |
| Allowance for loan losses            | (4,147)          |         | (4,581)              |         |
| Total net loans                      | \$ 327,614       |         | \$ 328,383           |         |

In the context of this discussion, a real estate mortgage loan is defined as any loan, other than loans for construction purposes and advances on home equity lines of credit, secured by real estate, regardless of the purpose of the loan. Advances on home equity lines of credit are included in consumer loans. We follow the common practice of financial institutions in our market areas of obtaining a security interest in real estate whenever possible, in addition to any other available collateral. This collateral is taken to reinforce the likelihood of the ultimate repayment of the loan and tends to increase the magnitude of the real estate loan components. Generally we limit the loan-to-value ratio to 80%.

Market Risk Management

The effective management of market risk is essential to achieving our strategic financial objectives. Our most significant market risk is interest rate risk. We have established an Asset/Liability Management Committee ( ALCO ) to monitor and manage interest rate risk. The ALCO monitors and manages the pricing and maturity of assets and liabilities in order to diminish the potential adverse impact that changes in interest rates could have on net interest income. The ALCO has established policy guidelines and strategies with respect to interest rate risk exposure and liquidity.

A monitoring technique employed by the ALCO is the measurement of interest sensitivity gap, which is the positive or negative dollar difference between assets and liabilities that are subject to interest rate repricing within a given period of time. Also, asset/liability simulation modeling is performed to assess the impact varying interest rates and balance sheet mix assumptions will have on net interest income. Interest rate sensitivity can be managed by repricing assets or liabilities, selling securities available-for-sale, replacing an asset or liability at maturity or by adjusting the interest rate during the life of an asset or liability. Managing the amount of assets and liabilities repricing in the same time interval helps to hedge the risk and minimize the impact on net interest income of rising or falling interest rates.

We are currently liability sensitive within one year. However, neither the gap analysis nor asset/liability modeling is precise indicators of our interest sensitivity position due to the many factors that affect net interest income including changes in the volume and mix of earning assets and interest-bearing liabilities. Net interest income is also impacted by other significant factors, including changes in the volume and mix of earning assets and interest-bearing liabilities. Through simulation modeling we monitor the effect that an immediate and sustained change in interest rates of 100 basis points and 200 basis points up and down will have on net interest income over the next twelve months.

At June 30, 2009, we continue to hold an interest rate cap agreement with a notional amount of \$10.0 million. The cap rate of interest is 4.50% three month LIBOR. Due to the current rate environment and the short term to expiration the cap agreement has no value at June 30, 2009. The cap agreement expires on August 1, 2009.

We entered into a five year interest rate swap agreement on October 8, 2008. The swap agreement has a \$10.0 million notional amount. We receive a variable rate of interest on the notional amount based on a three month LIBOR rate and pay a fixed rate interest of 3.66%. The contract was entered into to protect us from the negative impact of rising interest rates. Our exposure to credit risk is limited to the ability of the counterparty to make potential future payments required pursuant to the agreement. Our exposure to market risk of loss is limited to the changes in the market value of the swap between reporting periods. At June 30, 2009 the fair value of the contract was a negative \$466,000. A fair value adjustment of \$219,000 was recognized in other income for the period ended June 30 2009. The fair value of the contract is the present value, over the remaining term of the contract, of the difference between the five year swap

Table of Contents

rate at the reporting date multiplied by the notional amount and the fixed interest rate of 3.66% multiplied by the notional amount of the contract.

Based on the many factors and assumptions used in simulating the effect of changes in interest rates, the following table estimates the percentage change in net interest income at June 30, 2009, March 31, 2009 and December 31, 2008 over twelve months.

*Net Interest Income Sensitivity*

| Change in short-term interest rates | June 30, 2009 | March 31, 2009 | December 31, 2008 |
|-------------------------------------|---------------|----------------|-------------------|
| +200bp                              | +2.78%        | - 3.18%        | - 5.40%           |
| +100bp                              | +2.57%        | - 1.61%        | + 3.47%           |
| Flat                                |               |                |                   |
| -100bp                              | -1.91%        | + 0.01%        | + 0.14%           |
| -200bp                              | -7.47%        | - 3.20%        | - 1.51%           |

Even though we are liability sensitive, the model at June 30, 2009 reflects a decrease in net interest income in a declining rate environment. This primarily results from the current level of interest rates being paid on our interest bearing transaction accounts as well as money market accounts. The interest rates on these accounts are at a level where they cannot be repriced in proportion to the change in interest rates. The improvement in the impact of a rising rate environment reflects our efforts to reduce the liability sensitivity in the balance sheet. The simulated impact of rising rates can be significantly impacted by changes in estimated prepayments on our investment portfolio. The increase and decrease of 100 and 200 basis points assume a simultaneous and parallel change in interest rates along the entire yield curve.

We also perform a valuation analysis projecting future cash flows from assets and liabilities to determine the Present Value of Equity (PVE) over a range of changes in market interest rates. The sensitivity of PVE to changes in interest rates is a measure of the sensitivity of earnings over a longer time horizon. At June 30, 2009, March 31, 2009 and December 31, 2008 the PVE exposure in a plus 200 basis point increase in market interest rates was estimated to be 26.1%, 29.7% and 30.2%, respectively.

Liquidity and Capital Resources

We believe our liquidity remains adequate to meet operating and loan funding requirements. Interest-bearing bank balances, federal funds sold, trading securities and investment securities available-for-sale represents 26.4% of total assets at June 30, 2009. We believe that our existing stable base of core deposits along with continued growth in this deposit base will enable us to meet our long-term and short-term liquidity needs successfully. These needs include the ability to respond to short-term demand for funds caused by the withdrawal of deposits, maturity of repurchase agreements, extensions of credit and the payment of operating expenses. Sources of liquidity in addition to deposit gathering activities include maturing loans and investments, purchase of federal funds from other financial institutions and selling securities under agreements to repurchase. We monitor closely the level of large certificates of deposits in amounts of \$100,000 or more as they tend to be more sensitive to interest rate levels, and thus less reliable sources of funding for liquidity purposes. At June 30, 2009, the amount of certificates of deposits of \$100,000 or more represented 19.9% of total deposits. These deposits are issued to local customers many of whom have other product relationships with the bank and none are brokered deposits. At June 30, 2009, we have \$23.0 million in brokered certificates of deposits

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with remaining maturities ranging from 2.5 to 10 years. The brokered deposits were obtained in April and May 2008 to fund a specific leverage strategy.

Through the operations of our Bank, we have made contractual commitments to extend credit in the ordinary course of our business activities. These commitments are legally binding agreements to lend money to our customers at predetermined interest rates for a specified period of time. At June 30, 2009, we had issued commitments to extend credit of \$44.4 million, including \$24.7 million in unused home equity lines of credit, through various types of lending arrangements. We evaluate each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by us upon extension of credit, is based on our credit evaluation of the borrower. Collateral varies but may include accounts receivable, inventory, property, plant and equipment, commercial and residential real estate. We manage the credit risk on these commitments by subjecting them to normal underwriting and risk management processes.



Table of Contents

Other than as described elsewhere in this report, we are not aware of any trends, events or uncertainties that we expect to result in a significant adverse effect on our liquidity position. However, no assurances can be given in this regard, as, among other matters, rapid growth, deterioration in loan or other asset quality, and poor earnings, or a combination of these factors or other matters, could change the liquidity position in a relatively short period of time.

The Company has generally maintained a high level of liquidity and adequate capital, which along with continued retained earnings, we believe will be sufficient to fund the operations of the Bank for at least the next 12 months. The Company's management anticipates that the Bank will remain a well capitalized institution for at least the next 12 months. Shareholders' equity was 10.4% and 10.5% of total assets at June 30, 2009 and December 31, 2008, respectively. The Bank maintains federal funds purchased lines, in the amount of \$10.0 million each with two financial institutions, although these have not utilized in 2009. The FHLB Atlanta has approved a line of credit of up to 25% of the Bank's assets, which would be collateralized by a pledge against specific investment securities and or eligible loans. We regularly review the liquidity position of the Company and have implemented internal policies establishing guidelines for sources of asset based liquidity and evaluate and monitor the total amount of purchased funds used to support the balance sheet and funding from non core sources. We believe that our existing stable base of core deposits along with continued growth in this deposit base will enable us to meet our long term liquidity needs successfully.

The Federal Reserve Board and bank regulatory agencies require bank holding companies and financial institutions to maintain capital at adequate levels based on a percentage of assets and off-balance sheet exposures, adjusted for risk weights ranging from 0% to 100%. Under the capital adequacy guidelines, regulatory capital is classified into two tiers. These guidelines require an institution to maintain a certain level of Tier 1 and Tier 2 capital to risk-weighted assets. Tier 1 capital consists of common shareholders' equity, excluding the unrealized gain or loss on securities available for sale, minus certain intangible assets. In determining the amount of risk-weighted assets, all assets, including certain off-balance sheet assets, are multiplied by a risk-weight factor of 0% to 100% based on the risks believed to be inherent in the type of asset. Tier 2 capital consists of Tier 1 capital plus the general reserve for loan losses, subject to certain limitations. We are also required to maintain capital at a minimum level based on total average assets, which is known as the Tier 1 leverage ratio. At both the holding company and bank level, we are subject to various regulatory capital requirements administered by the federal banking agencies. To be considered well-capitalized, we must maintain total risk-based capital of at least 10%, Tier 1 capital of at least 6%, and a leverage ratio of at least 5%.

The Bank's risk-based capital ratios of Tier 1, total capital and leverage ratio were 10.9%, 11.9% and 7.5%, respectively at June 30, 2009 as compared to 11.3%, 12.4% and 7.4%, respectively at December 31, 2008. The Company's risk-based capital ratios of Tier 1, total capital and leverage ratio were 11.9%, 12.9% and 8.2%, respectively at June 30, 2009 as compared to 12.6%, 13.7% and 8.3%, respectively at December 31, 2008. This compares to required OCC and Federal Reserve regulatory capital guidelines for Tier 1 capital, total capital and leverage capital ratios of 4.0%, 8.0% and 4.0%, respectively.

Table of Contents**FIRST COMMUNITY CORPORATION****Yields on Average Earning Assets and Rates****on Average Interest-Bearing Liabilities**

| (Dollars in thousands)  | Six months ended June 30, 2009 |                         |                | Six months ended June 30, 2008 |                         |                |
|---|--------------------------------|-------------------------|----------------|--------------------------------|-------------------------|----------------|
|   | Average<br>Balance             | Interest<br>Earned/Paid | Yield/<br>Rate | Average<br>Balance             | Interest<br>Earned/Paid | Yield/<br>Rate |
| <b>Assets</b>   |                                |                         |                |                                |                         |                |
| Earning assets  |                                |                         |                |                                |                         |                |
| Loans   | \$ 332,216                     | \$ 9,927                | 6.03%          | \$ 313,266                     | \$ 10,927               | 7.01%          |
| Securities:   | 224,144                        | 5,608                   | 5.05%          | 200,368                        | 5,243                   | 5.26%          |
| Federal funds sold and securities<br>purchased under agreements to resell | 17,214                         | 46                      | 0.54%          | 12,461                         | 168                     | 2.71%          |
| Total earning assets  | 573,574                        | 15,581                  | 5.48%          | 526,095                        | 16,338                  | 6.25%          |
| Cash and due from banks   | 10,189                         |                         |                | 9,868                          |                         |                |
| Premises and equipment  | 19,294                         |                         |                | 19,687                         |                         |                |
| Other assets  | 54,617                         |                         |                | 49,140                         |                         |                |
| Allowance for loan losses   | (4,254)                        |                         |                | (3,651)                        |                         |                |
| Total assets  | \$ 653,420                     |                         |                | \$ 601,139                     |                         |                |
| <b>Liabilities</b>  |                                |                         |                |                                |                         |                |
| Interest-bearing liabilities  |                                |                         |                |                                |                         |                |
| Interest-bearing transaction accounts                                     | \$ 61,646                      | 165                     | 0.54%          | \$ 53,951                      | 205                     | 0.76%          |
| Money market accounts   | 33,346                         | 167                     | 1.01%          | 37,262                         | 430                     | 2.32%          |
| Savings deposits  | 23,742                         | 33                      | 0.28%          | 24,105                         | 59                      | 0.49%          |
| Time deposits   | 246,429                        | 4,339                   | 3.55%          | 226,772                        | 5,047                   | 4.48%          |
| Other borrowings  | 146,603                        | 2,245                   | 3.09%          | 116,027                        | 2,123                   | 3.68%          |
| Total interest-bearing liabilities  | 511,766                        | 6,949                   | 2.74%          | 458,117                        | 7,864                   | 3.45%          |
| Demand deposits   | 67,166                         |                         |                | 73,094                         |                         |                |
| Other liabilities   | 6,026                          |                         |                | 5,955                          |                         |                |
| Shareholders' equity  | 68,462                         |                         |                | 63,973                         |                         |                |
| Total liabilities and shareholders' equity                                | \$ 653,420                     |                         |                | \$ 601,139                     |                         |                |
| Net interest spread   |                                |                         |                |                                |                         |                |
|   |                                |                         | 2.74%          |                                |                         | 2.80%          |
| Net interest income/margin  |                                | \$ 8,632                | 3.03%          |                                | \$ 8,474                | 3.24%          |
| Net interest income/margin FTE basis                                      | \$ 74                          | \$ 8,706                | 3.06%          | \$ 191                         | \$ 8,665                | 3.31%          |

Table of Contents**FIRST COMMUNITY CORPORATION****Yields on Average Earning Assets and Rates****on Average Interest-Bearing Liabilities**

| (Dollars in thousands)   | Three months ended June 30, 2009 |                         |                | Three months ended June 30, 2008 |                         |                |
|--|----------------------------------|-------------------------|----------------|----------------------------------|-------------------------|----------------|
|  | Average<br>Balance               | Interest<br>Earned/Paid | Yield/<br>Rate | Average<br>Balance               | Interest<br>Earned/Paid | Yield/<br>Rate |
| <b>Assets</b>  |                                  |                         |                |                                  |                         |                |
| Earning assets   |                                  |                         |                |                                  |                         |                |
| Loans  | \$ 332,029                       | \$ 4,964                | 6.00%          | \$ 315,734                       | \$ 5,405                | 6.89%          |
| Securities:  | 218,833                          | 2,667                   | 4.89%          | 224,208                          | 3,007                   | 5.39%          |
| Federal funds sold and securities<br>purchased under agreement to resell | 23,345                           | 31                      | 0.53%          | 12,833                           | 72                      | 2.26%          |
| Total earning assets   | 574,207                          | 7,662                   | 5.35%          | 552,775                          | 8,484                   | 6.17%          |
| Cash and due from banks  | 8,232                            |                         |                | 8,905                            |                         |                |
| Premises and equipment   | 19,249                           |                         |                | 19,673                           |                         |                |
| Other assets   | 54,866                           |                         |                | 48,922                           |                         |                |
| Allowance for loan losses  | (3,917)                          |                         |                | (3,730)                          |                         |                |
| Total assets   | \$ 652,637                       |                         |                | \$ 626,545                       |                         |                |
| <b>Liabilities</b>   |                                  |                         |                |                                  |                         |                |
| Interest-bearing liabilities   |                                  |                         |                |                                  |                         |                |
| Interest-bearing transaction accounts                                    | \$ 61,249                        | \$ 67                   | 0.44%          | \$ 59,933                        | \$ 161                  | 1.08%          |
| Money market accounts  | 34,148                           | 75                      | 0.88%          | 34,601                           | 166                     | 1.93%          |
| Savings deposits   | 24,694                           | 17                      | 0.28%          | 24,550                           | 28                      | 0.46%          |
| Time deposits  | 245,401                          | 2,069                   | 3.38%          | 234,368                          | 2,503                   | 4.30%          |
| Other borrowings   | 145,073                          | 1,112                   | 3.08%          | 130,342                          | 1,139                   | 3.51%          |
| Total interest-bearing liabilities                                       | 510,565                          | 3,340                   | 2.62%          | 483,794                          | 3,997                   | 3.32%          |
| Demand deposits  | 67,835                           |                         |                | 73,439                           |                         |                |
| Other liabilities  | 6,104                            |                         |                | 5,670                            |                         |                |
| Shareholders equity  | 68,133                           |                         |                | 63,642                           |                         |                |
| Total liabilities and shareholders equity                                | \$ 652,637                       |                         |                | \$ 626,545                       |                         |                |
| Net interest spread  |                                  |                         | 2.73%          |                                  |                         | 2.85%          |
| Net interest income/margin   |                                  | \$ 4,322                | 3.02%          |                                  | \$ 4,487                | 3.26%          |
| Net interest income/margin FTE basis                                     | 34                               | \$ 4,356                | 3.04%          | 94                               | \$ 4,581                | 3.33%          |

**PART I****Item 3. Quantitative and Qualitative Disclosures About Market Risk**



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There have been no material changes in our quantitative and qualitative disclosures about market risk as of June 30, 2009 from that presented in our annual report on Form 10-K for the year ended December 31, 2008. See the Market Risk Management subsection in Item 2, Management Discussion and Analysis of Financial Condition and Results of Operations for quantitative and qualitative disclosures about market risk, which information is incorporated herein by reference.

### **Item 4. Controls and Procedures**



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As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our current disclosure controls and procedures are effective as of June 30, 2009. There have been no significant changes in our internal controls over financial reporting during the fiscal quarter ended June 30, 2009 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Table of Contents

The design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of future events. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

**PART II**

**OTHER INFORMATION**

**Item 1. Legal Proceedings.**

There are no material pending legal proceedings to which the Company or any of its subsidiaries is a party or of which any of their property is the subject.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

On September 21, 2006, our board of directors approved a new plan to repurchase up to 150,000 shares of our common stock on the open market. At both the April 17, 2007 and January 15, 2008 meetings our board of directors increased the shares authorized to be repurchased by 50,000 for a total of 250,000 shares. The Board has not established an expiration date for this repurchase plan. There was no share repurchase activity during the second quarter of 2009. The maximum number of shares that may yet be repurchased under the plan is 42,487. Prior to November 21, 2011, unless we have redeemed our Series T Preferred Stock or the Treasury Department has transferred the Series T Preferred Stock to a third party, the consent of the Treasury Department will be required for us to (1) declare or pay any dividend or make any distribution on our common stock (other than regular quarterly cash dividends of not more than \$0.08 per share of common stock) or (2) redeem, purchase or acquire any shares of our common stock or other equity or capital securities, other than in connection with benefit plans consistent with past practice and certain other circumstances.

**Item 3. Defaults Upon Senior Securities.**

Not Applicable.

**Item 4. Submission of Matters to a Vote of Security Holders.**

On May 20, 2009, First Community Corporation held its 2009 Annual Meeting of Shareholders. There were two matters submitted to a vote of our shareholders at the meeting. The following describes the matters voted upon at the annual meeting and sets forth the number of votes cast for and those withheld (there were no broker non-votes or abstentions). The results of the 2009 Annual Meeting of Shareholders were as follows:



**For Proposal No. 1** The following five directors were elected at the meeting:

| VOTES                | For       | Against or Withheld |
|----------------------|-----------|---------------------|
| Chimin J. Chao       | 2,275,375 | 134,242             |
| James C. Leventis    | 2,288,696 | 120,921             |
| Loretta R. Whitehead | 2,273,908 | 135,709             |
| J Thomas Johnson     | 2,275,368 | 134,249             |
| Alexander Snipe, Jr. | 2,276,961 | 132,656             |

The terms of office of the following ten directors continued after the meeting:

|                        |                        |
|------------------------|------------------------|
| Thomas C. Brown        | Richard K. Bogan, MD   |
| O.A. Ethridge D.M.D.   | Michael C. Crapps.     |
| W. James Kitchens, Jr. | Hinton G. Davis        |
| Roderick M. Todd, Jr.  | Anita B. Easter        |
| Mitchell M. Willoughby | George H. Fann Jr. DMD |

**For Proposal No. 2** The advisory vote on the compensation of our named executive officers 2,209,979 votes for and 209,358 votes against.

**For Proposal No. 3** The ratification of appointment of Elliott Davis, LLC as our Independent Registered Public Accounting Firm there were 2,372,929 votes for and 37,408 votes against.

Table of Contents

We did not submit any other matters to security holders for a vote during the six months ended June 30, 2009.

**Item 5. Other Information.**

None.

**Item 6. Exhibits**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 31.1           | Rule 13a-14(a) Certification of the Principal Executive Officer. |
| 31.2           | Rule 13a-14(a) Certification of the Principal Financial Officer. |
| 32             | Section 1350 Certifications.                                     |

Table of Contents

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**FIRST COMMUNITY CORPORATION**  
(REGISTRANT)

Date: August 13, 2009

By: /s/ Michael C. Crapps  
Michael C. Crapps  
President and Chief Executive Officer

Date: August 13, 2009

By: /s/ Joseph G. Sawyer  
Joseph G. Sawyer  
Senior Vice President, Principal Financial Officer

Table of Contents

INDEX TO EXHIBITS

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 31.1                      | Rule 13a-14(a) Certification of the Principal Executive Officer. |
| 31.2                      | Rule 13a-14(a) Certification of the Principal Financial Officer. |
| 32                        | Section 1350 Certifications.                                     |